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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

|                                                                                                                                                                                                                                                                                                                                                         |  |                                                                                                                                                                                            |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Name of foundation<br>THE RESOURCE FOUNDATION INC                                                                                                                                                                                                                                                                                                       |  | <b>A Employer identification number</b><br><br>22-2870501                                                                                                                                  |  |
| Number and street (or P O box number if mail is not delivered to street address)<br>C/O WJ MCKEEVER CO LLC PO BOX 5147                                                                                                                                                                                                                                  |  | <b>B Telephone number</b> (see instructions)<br><br>(203) 622-8625                                                                                                                         |  |
| City or town, state or province, country, and ZIP or foreign postal code<br>GREENWICH, CT 06831                                                                                                                                                                                                                                                         |  | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>                                                                                                          |  |
| <b>G</b> Check all that apply<br><div><input type="checkbox"/> Initial return<br/><input type="checkbox"/> Final return<br/><input checked="" type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity<br/><input type="checkbox"/> Amended return<br/><input type="checkbox"/> Name change</div> |  | <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/><br><b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |  |
| <b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                                                                 |  | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                       |  |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 12,046,431                                                                                                                                                                                                             |  | <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                                    |  |
| <b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.)                                                                                                                                                   |  |                                                                                                                                                                                            |  |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) ) |                                                                                                  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                             | <b>1</b> Contributions, gifts, grants, etc , received (attach schedule)                          | 887,214                            |                           |                         |                                                             |
|                                                                                                                                                                     | <b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>3</b> Interest on savings and temporary cash investments                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>4</b> Dividends and interest from securities. . . . .                                         | 235,764                            | 235,764                   |                         |                                                             |
|                                                                                                                                                                     | <b>5a</b> Gross rents . . . . .                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>b</b> Net rental income or (loss) _____                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>6a</b> Net gain or (loss) from sale of assets not on line 10                                  | 571,704                            |                           |                         |                                                             |
|                                                                                                                                                                     | <b>b</b> Gross sales price for all assets on line 6a<br>5,348,261                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>7</b> Capital gain net income (from Part IV, line 2) . . .                                    |                                    | 571,704                   |                         |                                                             |
|                                                                                                                                                                     | <b>8</b> Net short-term capital gain . . . . .                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>9</b> Income modifications . . . . .                                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>10a</b> Gross sales less returns and allowances                                               |                                    |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                               | <b>b</b> Less Cost of goods sold . . . . .                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>c</b> Gross profit or (loss) (attach schedule) . . . . .                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>11</b> Other income (attach schedule) . . . . .                                               |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>12 Total.</b> Add lines 1 through 11 . . . . .                                                | 1,694,682                          | 807,468                   |                         |                                                             |
|                                                                                                                                                                     | <b>13</b> Compensation of officers, directors, trustees, etc                                     | 82,500                             | 20,625                    |                         | 61,875                                                      |
|                                                                                                                                                                     | <b>14</b> Other employee salaries and wages . . . . .                                            |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>15</b> Pension plans, employee benefits . . . . .                                             | 23,345                             | 3,035                     |                         | 20,310                                                      |
|                                                                                                                                                                     | <b>16a</b> Legal fees (attach schedule) . . . . .                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>b</b> Accounting fees (attach schedule) . . . . .                                             | 22,976                             | 4,595                     |                         | 18,381                                                      |
|                                                                                                                                                                     | <b>c</b> Other professional fees (attach schedule) . . . . .                                     | 59,797                             | 59,797                    |                         | 0                                                           |
|                                                                                                                                                                     | <b>17</b> Interest . . . . .                                                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>18</b> Taxes (attach schedule) (see instructions)                                             | 17,103                             | 5,190                     |                         | 4,733                                                       |
|                                                                                                                                                                     | <b>19</b> Depreciation (attach schedule) and depletion . . .                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>20</b> Occupancy . . . . .                                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>21</b> Travel, conferences, and meetings . . . . .                                            | 3,134                              | 407                       |                         | 2,727                                                       |
|                                                                                                                                                                     | <b>22</b> Printing and publications . . . . .                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>23</b> Other expenses (attach schedule) . . . . .                                             | 12,264                             | 1,594                     |                         | 10,670                                                      |
|                                                                                                                                                                     | <b>24 Total operating and administrative expenses.</b><br>Add lines 13 through 23 . . . . .      | 221,119                            | 95,243                    |                         | 118,696                                                     |
|                                                                                                                                                                     | <b>25</b> Contributions, gifts, grants paid . . . . .                                            | 749,565                            |                           |                         | 749,565                                                     |
|                                                                                                                                                                     | <b>26 Total expenses and disbursements.</b> Add lines 24 and 25                                  | 970,684                            | 95,243                    |                         | 868,261                                                     |
|                                                                                                                                                                     | <b>27</b> Subtract line 26 from line 12                                                          |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | <b>a Excess of revenue over expenses and disbursements</b>                                       | 723,998                            |                           |                         |                                                             |
|                                                                                                                                                                     | <b>b Net investment income</b> (if negative, enter -0-)                                          |                                    | 712,225                   |                         |                                                             |
|                                                                                                                                                                     | <b>c Adjusted net income</b> (if negative, enter -0-)                                            |                                    |                           |                         |                                                             |

| Part II Balance Sheets      |     | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )               | Beginning of year | End of year                                                                                   |                       |
|-----------------------------|-----|-----------------------------------------------------------------------------------------------------------------------------------|-------------------|-----------------------------------------------------------------------------------------------|-----------------------|
|                             |     |                                                                                                                                   | (a) Book Value    | (b) Book Value                                                                                | (c) Fair Market Value |
| Assets                      | 1   | Cash—non-interest-bearing . . . . .                                                                                               | 43,132            |                                                                                               |                       |
|                             | 2   | Savings and temporary cash investments . . . . .                                                                                  | 466,425           | 1,395,018                                                                                     | 1,395,018             |
|                             | 3   | Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                       | 11,109            |                                                                                               |                       |
|                             | 4   | Pledges receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____                                                        |                   |                                                                                               |                       |
|                             | 5   | Grants receivable . . . . .                                                                                                       |                   |                                                                                               |                       |
|                             | 6   | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . . |                   |                                                                                               |                       |
|                             | 7   | Other notes and loans receivable (attach schedule) ▶ _____<br>Less allowance for doubtful accounts ▶ _____                        |                   |                                                                                               |                       |
|                             | 8   | Inventories for sale or use . . . . .                                                                                             |                   |                                                                                               |                       |
|                             | 9   | Prepaid expenses and deferred charges . . . . .                                                                                   |                   |                                                                                               |                       |
|                             | 10a | Investments—U S and state government obligations (attach schedule)                                                                | 228,900           |  208,900   | 229,374               |
|                             | b   | Investments—corporate stock (attach schedule) . . . . .                                                                           | 8,243,218         |  8,231,608 | 10,269,396            |
|                             | c   | Investments—corporate bonds (attach schedule). . . . .                                                                            | 261,438           |  158,938   | 152,643               |
|                             | 11  | Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____               |                   |                                                                                               |                       |
|                             | 12  | Investments—mortgage loans . . . . .                                                                                              |                   |                                                                                               |                       |
|                             | 13  | Investments—other (attach schedule) . . . . .                                                                                     |                   |                                                                                               |                       |
|                             | 14  | Land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____                           |                   |                                                                                               |                       |
|                             | 15  | Other assets (describe ▶ _____)                                                                                                   |                   |                                                                                               |                       |
|                             | 16  | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)                                        | 9,254,222         | 9,994,464                                                                                     | 12,046,431            |
| Liabilities                 | 17  | Accounts payable and accrued expenses . . . . .                                                                                   | 9,133             | 25,377                                                                                        |                       |
|                             | 18  | Grants payable . . . . .                                                                                                          |                   |                                                                                               |                       |
|                             | 19  | Deferred revenue . . . . .                                                                                                        |                   |                                                                                               |                       |
|                             | 20  | Loans from officers, directors, trustees, and other disqualified persons                                                          |                   |                                                                                               |                       |
|                             | 21  | Mortgages and other notes payable (attach schedule) . . . . .                                                                     |                   |                                                                                               |                       |
|                             | 22  | Other liabilities (describe ▶ _____)                                                                                              |                   |                                                                                               |                       |
|                             | 23  | Total liabilities (add lines 17 through 22) . . . . .                                                                             | 9,133             | 25,377                                                                                        |                       |
| Net Assets or Fund Balances |     | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.     |                   |                                                                                               |                       |
|                             | 24  | Unrestricted . . . . .                                                                                                            |                   |                                                                                               |                       |
|                             | 25  | Temporarily restricted . . . . .                                                                                                  |                   |                                                                                               |                       |
|                             | 26  | Permanently restricted . . . . .                                                                                                  |                   |                                                                                               |                       |
|                             |     | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.       |                   |                                                                                               |                       |
|                             | 27  | Capital stock, trust principal, or current funds . . . . .                                                                        | 9,245,089         | 9,969,087                                                                                     |                       |
|                             | 28  | Paid-in or capital surplus, or land, bldg , and equipment fund                                                                    | 0                 | 0                                                                                             |                       |
|                             | 29  | Retained earnings, accumulated income, endowment, or other funds                                                                  | 0                 | 0                                                                                             |                       |
|                             | 30  | Total net assets or fund balances (see page 17 of the instructions) . . . . .                                                     | 9,245,089         | 9,969,087                                                                                     |                       |
|                             | 31  | Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .                                        | 9,254,222         | 9,994,464                                                                                     |                       |

Part III Analysis of Changes in Net Assets or Fund Balances

|   |                                                                                                                                                                    |   |           |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------|
| 1 | Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return) . . . . . | 1 | 9,245,089 |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                       | 2 | 723,998   |
| 3 | Other increases not included in line 2 (itemize) ▶ _____                                                                                                           | 3 | 0         |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                    | 4 | 9,969,087 |
| 5 | Decreases not included in line 2 (itemize) ▶ _____                                                                                                                 | 5 | 0         |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .                                                      | 6 | 9,969,087 |

Part IV Capital Gains and Losses for Tax on Investment Income

|                                                                                                                                   |                           |                                              |                                      |                                  |
|-----------------------------------------------------------------------------------------------------------------------------------|---------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) |                           | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
| 1a                                                                                                                                | See Additional Data Table |                                              |                                      |                                  |
| b                                                                                                                                 |                           |                                              |                                      |                                  |
| c                                                                                                                                 |                           |                                              |                                      |                                  |
| d                                                                                                                                 |                           |                                              |                                      |                                  |
| e                                                                                                                                 |                           |                                              |                                      |                                  |

|                       |                                            |                                                 |                                              |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
| a                     | See Additional Data Table                  |                                                 |                                              |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |

|                                                                                             |                                      |                                               |                                                                                              |
|---------------------------------------------------------------------------------------------|--------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------------|
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                               | (I) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any |                                                                                              |
| a                                                                                           | See Additional Data Table            |                                               |                                                                                              |
| b                                                                                           |                                      |                                               |                                                                                              |
| c                                                                                           |                                      |                                               |                                                                                              |
| d                                                                                           |                                      |                                               |                                                                                              |
| e                                                                                           |                                      |                                               |                                                                                              |

|   |                                                                                                                                                                                                              |                                                                                     |   |         |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---|---------|
| 2 | Capital gain net income or (net capital loss)                                                                                                                                                                | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 571,704 |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br><br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>in Part I, line 8 . . . . . |                                                                                     | 3 |         |

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

|                                                                      |                                          |                                              |                                                           |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| (a)<br>Base period years Calendar<br>year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
| 2012                                                                 | 749,819                                  | 9,725,522                                    | 0 077098                                                  |
| 2011                                                                 | 611,168                                  | 9,743,742                                    | 0 062724                                                  |
| 2010                                                                 | 255,533                                  | 9,415,327                                    | 0 027140                                                  |
| 2009                                                                 | 320,691                                  | 8,764,639                                    | 0 036589                                                  |
| 2008                                                                 | 406,090                                  | 9,813,927                                    | 0 041379                                                  |

|   |                                                                                                                                                                                       |   |            |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 | Total of line 1, column (d). . . . .                                                                                                                                                  | 2 | 0 244930   |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by<br>the number of years the foundation has been in existence if less than 5 years . . . . | 3 | 0 048986   |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .                                                                                                 | 4 | 10,828,874 |
| 5 | Multiply line 4 by line 3. . . . .                                                                                                                                                    | 5 | 530,463    |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). . . . .                                                                                                                   | 6 | 7,122      |
| 7 | Add lines 5 and 6. . . . .                                                                                                                                                            | 7 | 537,585    |
| 8 | Enter qualifying distributions from Part XII, line 4. . . . .                                                                                                                         | 8 | 868,261    |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See  
the Part VI instructions

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

|    |                                                                                                                                                                      |    |        |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1                                          |    |        |
|    | Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)                                                                   |    |        |
| b  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . . | 1  | 7,122  |
| c  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)                                              |    |        |
| 2  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                            | 2  | 0      |
| 3  | Add lines 1 and 2. . . . .                                                                                                                                           | 3  | 7,122  |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                          | 4  | 0      |
| 5  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                             | 5  | 7,122  |
| 6  | Credits/Payments                                                                                                                                                     |    |        |
| a  | 2013 estimated tax payments and 2012 overpayment credited to 2013                                                                                                    | 6a | 10,243 |
| b  | Exempt foreign organizations—tax withheld at source . . . . .                                                                                                        | 6b |        |
| c  | Tax paid with application for extension of time to file (Form 8868)                                                                                                  | 6c | 6,000  |
| d  | Backup withholding erroneously withheld . . . . .                                                                                                                    | 6d |        |
| 7  | Total credits and payments. Add lines 6a through 6d. . . . .                                                                                                         | 7  | 16,243 |
| 8  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.                                            | 8  |        |
| 9  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .                                                                | 9  |        |
| 10 | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .                                                    | 10 | 9,121  |
| 11 | Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> 9,121 <b>Refunded</b>                                                                        | 11 | 0      |

Part VII-A

Statements Regarding Activities

|    |                                                                                                                                                                                                                                                                                                                                              |    |     |    |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .                                                                                                                                                               | 1a | Yes | No |
| b  | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .                                                                                                                                                                              | 1b |     | No |
|    | <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>                                                                                                                                         |    |     |    |
| c  | Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .                                                                                                                                                                                                                                                                        | 1c |     | No |
| d  | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation \$ 0 (2) On foundation managers \$ 0                                                                                                                                                                             |    |     |    |
| e  | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0                                                                                                                                                                                                    |    |     |    |
| 2  | Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br><i>If "Yes," attach a detailed description of the activities.</i>                                                                                                                                                               | 2  |     | No |
| 3  | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .                                                                                                  | 3  |     | No |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                        | 4a |     | No |
| b  | If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .                                                                                                                                                                                                                                                            | 4b |     |    |
| 5  | Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br><i>If "Yes," attach the statement required by General Instruction T.</i>                                                                                                                                                         | 5  |     | No |
| 6  | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . . | 6  | Yes |    |
| 7  | Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>                                                                                                                                                                                                    | 7  | Yes |    |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions)<br>▶ _____                                                                                                                                                                                                                                |    |     |    |
| b  | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>                                                                                                                          | 8b | Yes |    |
| 9  | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)?<br><i>If "Yes," complete Part XIV</i> . . . . .                                                                     | 9  |     | No |
| 10 | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>                                                                                                                | 10 | Yes |    |

Part VII-A

Statements Regarding Activities *(continued)*

|                                                                                                                               |                                                                                                                                                                                           |    |     |    |
|-------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| 11                                                                                                                            | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).  | 11 |     | No |
| 12                                                                                                                            | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)  | 12 |     | No |
| 13                                                                                                                            | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                       | 13 | Yes |    |
| Website address N/A                                                                                                           |                                                                                                                                                                                           |    |     |    |
| 14                                                                                                                            | The books are in care of ROY B SIMPSON Telephone no (203) 622-8625<br>Located at 50 VISTA DR GREENWICH CT ZIP +4 06830                                                                    |    |     |    |
| 15                                                                                                                            | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.       |    |     |    |
| 16                                                                                                                            | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country |                                                                                                                                                                                           |    |     |    |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

|                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |    |     |    |
|-----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|----|
| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |    | Yes | No |
| 1a                                                                                      | During the year did the foundation (either directly or indirectly)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person?<br>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?<br>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?<br>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). |    |     |    |
| b                                                                                       | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 1b |     |    |
| c                                                                                       | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 1c |     | No |
| 2                                                                                       | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |    |     |    |
| a                                                                                       | At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |    |     |    |
| b                                                                                       | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions ).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 2b |     |    |
| c                                                                                       | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |    |     |    |
| 3a                                                                                      | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |    |     |    |
| b                                                                                       | If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).                                                                                                                                                                                                                                                                                                                                                                          | 3b |     |    |
| 4a                                                                                      | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 4a |     | No |
| b                                                                                       | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 4b |     | No |

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

During the year did the foundation pay or incur any amount to

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1 ), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address      | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| See Additional Data Table |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |
|                           |                                                           |                                           |                                                                       |                                       |

2

Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| NONE                                                          |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

Total

number of other employees paid over \$50,000.

0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE". |                     |                  |
|------------------------------------------------------------------------------------------------------------------|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000                                                      | (b) Type of service | (c) Compensation |
| NONE                                                                                                             |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
|                                                                                                                  |                     |                  |
| Total number of others receiving over \$50,000 for professional services. . . . .                                |                     | 0                |

Part IX-A

Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 1                                                                                                                                                                                                                                                      |          |
| 2                                                                                                                                                                                                                                                      |          |
| 3                                                                                                                                                                                                                                                      |          |
| 4                                                                                                                                                                                                                                                      |          |

Part IX-B

Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|--------|
| 1                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| 2                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| All other program-related investments. See page 24 of the instructions.                                          |        |
| 3                                                                                                                |        |
|                                                                                                                  |        |
|                                                                                                                  |        |
| Total. Add lines 1 through 3. . . . .                                                                            | 0      |

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

|   |                                                                                                                    |    |            |
|---|--------------------------------------------------------------------------------------------------------------------|----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes         |    |            |
| a | Average monthly fair market value of securities. . . . .                                                           | 1a | 10,350,263 |
| b | Average of monthly cash balances. . . . .                                                                          | 1b | 643,518    |
| c | Fair market value of all other assets (see instructions). . . . .                                                  | 1c | 0          |
| d | Total (add lines 1a, b, and c). . . . .                                                                            | 1d | 10,993,781 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . . | 1e | 0          |
| 2 | Acquisition indebtedness applicable to line 1 assets. . . . .                                                      | 2  | 0          |
| 3 | Subtract line 2 from line 1d. . . . .                                                                              | 3  | 10,993,781 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .  | 4  | 164,907    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                | 5  | 10,828,874 |
| 6 | Minimum investment return. Enter 5% of line 5. . . . .                                                             | 6  | 541,444    |

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

|    |                                                                                                           |    |         |
|----|-----------------------------------------------------------------------------------------------------------|----|---------|
| 1  | Minimum investment return from Part X, line 6. . . . .                                                    | 1  | 541,444 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. . . . .                                           | 2a | 7,122   |
| b  | Income tax for 2013 (This does not include the tax from Part VI ). . . . .                                | 2b |         |
| c  | Add lines 2a and 2b. . . . .                                                                              | 2c | 7,122   |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                             | 3  | 534,322 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .                                        | 4  | 0       |
| 5  | Add lines 3 and 4. . . . .                                                                                | 5  | 534,322 |
| 6  | Deduction from distributable amount (see instructions). . . . .                                           | 6  | 0       |
| 7  | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . . | 7  | 534,322 |

Part XII

Qualifying Distributions (see instructions)

|                                                                                                                                                                                              |                                                                                                                                                              |    |         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|
| 1                                                                                                                                                                                            | Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes                                                                    |    |         |
| a                                                                                                                                                                                            | Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .                                                                         | 1a | 868,261 |
| b                                                                                                                                                                                            | Program-related investments—total from Part IX-B. . . . .                                                                                                    | 1b | 0       |
| 2                                                                                                                                                                                            | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .                                           | 2  |         |
| 3                                                                                                                                                                                            | Amounts set aside for specific charitable projects that satisfy the                                                                                          |    |         |
| a                                                                                                                                                                                            | Suitability test (prior IRS approval required). . . . .                                                                                                      | 3a |         |
| b                                                                                                                                                                                            | Cash distribution test (attach the required schedule). . . . .                                                                                               | 3b |         |
| 4                                                                                                                                                                                            | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4                                                    | 4  | 868,261 |
| 5                                                                                                                                                                                            | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . . | 5  | 7,122   |
| 6                                                                                                                                                                                            | Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .                                                                                      | 6  | 861,139 |
| Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years |                                                                                                                                                              |    |         |

Part XIII

Undistributed Income (see instructions)

|                                                                                                                                                                                     | (a)<br>Corpus | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2013 from Part XI, line 7                                                                                                                                |               |                            |             | 534,322     |
| 2 Undistributed income, if any, as of the end of 2013                                                                                                                               |               |                            |             |             |
| a Enter amount for 2012 only. . . . .                                                                                                                                               |               |                            | 0           |             |
| b Total for prior years 20____, 20____, 20____                                                                                                                                      |               | 0                          |             |             |
| 3 Excess distributions carryover, if any, to 2013                                                                                                                                   |               |                            |             |             |
| a From 2008. . . . .                                                                                                                                                                |               |                            |             |             |
| b From 2009. . . . .                                                                                                                                                                |               |                            |             |             |
| c From 2010. . . . .                                                                                                                                                                |               |                            |             |             |
| d From 2011. . . . .                                                                                                                                                                |               |                            |             |             |
| e From 2012. . . . .                                                                                                                                                                |               |                            |             | 237,246     |
| f Total of lines 3a through e. . . . .                                                                                                                                              | 237,246       |                            |             |             |
| 4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 868,261                                                                                                              |               |                            |             |             |
| a Applied to 2012, but not more than line 2a                                                                                                                                        |               |                            | 0           |             |
| b Applied to undistributed income of prior years (Election required—see instructions). . . . .                                                                                      |               | 0                          |             |             |
| c Treated as distributions out of corpus (Election required—see instructions). . . . .                                                                                              | 0             |                            |             |             |
| d Applied to 2013 distributable amount. . . . .                                                                                                                                     |               |                            |             | 534,322     |
| e Remaining amount distributed out of corpus                                                                                                                                        | 333,939       |                            |             |             |
| 5 Excess distributions carryover applied to 2013<br>(If an amount appears in column (d), the same amount must be shown in column (a).)                                              | 0             |                            |             | 0           |
| 6 Enter the net total of each column as indicated below:                                                                                                                            |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5                                                                                                                                   | 571,185       |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b. . . . .                                                                                                          |               | 0                          |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . . |               | 0                          |             |             |
| d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .                                                                                                           |               | 0                          |             |             |
| e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .                                                                             |               |                            | 0           |             |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .                                                               |               |                            |             | 0           |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .                                  | 0             |                            |             |             |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .                                                                                | 0             |                            |             |             |
| 9 Excess distributions carryover to 2014.<br>Subtract lines 7 and 8 from line 6a . . . . .                                                                                          | 571,185       |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                               |               |                            |             |             |
| a Excess from 2009. . . .                                                                                                                                                           |               |                            |             |             |
| b Excess from 2010. . . .                                                                                                                                                           |               |                            |             |             |
| c Excess from 2011. . . .                                                                                                                                                           |               |                            |             |             |
| d Excess from 2012. . . .                                                                                                                                                           |               |                            |             | 237,246     |
| e Excess from 2013. . . .                                                                                                                                                           |               |                            |             | 333,939     |

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . .

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

|    | Tax year                                                                                                                                                   | Prior 3 years |          |          | (e) Total |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------|-----------|
|    | (a) 2013                                                                                                                                                   | (b) 2012      | (c) 2011 | (d) 2010 |           |
| 2a | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .                        |               |          |          |           |
| b  | 85% of line 2a . . . . .                                                                                                                                   |               |          |          |           |
| c  | Qualifying distributions from Part XII, line 4 for each year listed . . . . .                                                                              |               |          |          |           |
| d  | Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .                                                            |               |          |          |           |
| e  | Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .                                     |               |          |          |           |
| 3  | Complete 3a, b, or c for the alternative test relied upon                                                                                                  |               |          |          |           |
| a  | "Assets" alternative test—enter                                                                                                                            |               |          |          |           |
|    | (1) Value of all assets . . . . .                                                                                                                          |               |          |          |           |
|    | (2) Value of assets qualifying under section 4942(j)(3)(B)(i)                                                                                              |               |          |          |           |
| b  | "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .                                     |               |          |          |           |
| c  | "Support" alternative test—enter                                                                                                                           |               |          |          |           |
|    | (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). . . . . |               |          |          |           |
|    | (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .                                      |               |          |          |           |
|    | (3) Largest amount of support from an exempt organization                                                                                                  |               |          |          |           |
|    | (4) Gross investment income                                                                                                                                |               |          |          |           |

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

See Additional Data Table

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

The name, address, and telephone number of the person to whom applications should be addressed

b

The form in which applications should be submitted and information and materials they should include

c

Any submission deadlines

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                           | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                 |                                                                                                           |                                |                                  |         |
| a Paid during the year<br>See Additional Data Table |                                                                                                           |                                |                                  |         |
| Total . . . . .                                     |                                                                                                           |                                | 3a                               | 749,565 |
| b Approved for future payment                       |                                                                                                           |                                |                                  |         |
| Total . . . . .                                     |                                                                                                           |                                | 3b                               | 0       |

Enter gross amounts unless otherwise indicated

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2013)



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| ANHEUSER-BUSCH INBEV SPN ADR                                                                                                      | P                                            | 2011-09-13                           | 2013-01-29                       |
| ANHEUSER-BUSCH INBEV SPN ADR                                                                                                      | P                                            | 2011-09-13                           | 2013-01-28                       |
| BAXTER INTL INC                                                                                                                   | P                                            | 2010-04-22                           | 2013-01-24                       |
| BAXTER INTL INC                                                                                                                   | P                                            | 2011-09-06                           | 2013-01-24                       |
| COMCAST CORP CL A                                                                                                                 | P                                            | 2007-07-31                           | 2013-01-22                       |
| COMCAST CORP CL A                                                                                                                 | P                                            | 2007-07-30                           | 2013-01-22                       |
| ANHEUSER-BUSCH INBEV SPN ADR                                                                                                      | P                                            | 2011-08-11                           | 2013-01-17                       |
| ANHEUSER-BUSCH INBEV SPN ADR                                                                                                      | P                                            | 2011-09-13                           | 2013-01-17                       |
| ANHEUSER-BUSCH INBEV SPN ADR                                                                                                      | P                                            | 2011-08-11                           | 2013-01-16                       |
| ANHEUSER-BUSCH INBEV SPN ADR                                                                                                      | P                                            | 2011-09-06                           | 2013-01-16                       |
| BAXTER INTL INC                                                                                                                   | P                                            | 2011-09-06                           | 2013-01-15                       |
| ANHEUSER-BUSCH INBEV SPN ADR                                                                                                      | P                                            | 2011-09-13                           | 2013-02-28                       |
| ANHEUSER-BUSCH INBEV SPN ADR                                                                                                      | P                                            | 2011-09-13                           | 2013-02-25                       |
| ANHEUSER-BUSCH INBEV SPN ADR                                                                                                      | P                                            | 2011-09-13                           | 2013-02-20                       |
| DELL INC                                                                                                                          | P                                            | 2006-06-12                           | 2013-02-15                       |
| DELL INC                                                                                                                          | P                                            | 2006-03-08                           | 2013-02-13                       |
| DELL INC                                                                                                                          | P                                            | 2006-06-12                           | 2013-02-13                       |
| EBAY INC                                                                                                                          | P                                            | 2009-01-23                           | 2013-02-12                       |
| EBAY INC                                                                                                                          | P                                            | 2009-01-23                           | 2013-02-08                       |
| DENTSPLY INTL INC                                                                                                                 | P                                            | 2008-10-29                           | 2013-03-20                       |
| DENTSPLY INTL INC                                                                                                                 | P                                            | 2011-09-06                           | 2013-03-20                       |
| DELL INC                                                                                                                          | P                                            | 2006-09-12                           | 2013-03-04                       |
| DELL INC                                                                                                                          | P                                            | 2006-06-12                           | 2013-03-04                       |
| DELL INC                                                                                                                          | P                                            | 2008-02-20                           | 2013-03-04                       |
| PEPSICO INC                                                                                                                       | P                                            | 2012-03-05                           | 2013-04-18                       |
| PEPSICO INC                                                                                                                       | P                                            | 2012-03-05                           | 2013-04-16                       |
| PEPSICO INC                                                                                                                       | P                                            | 2012-03-05                           | 2013-04-12                       |
| PEPSICO INC                                                                                                                       | P                                            | 2012-03-05                           | 2013-04-11                       |
| BAXTER INTL INC                                                                                                                   | P                                            | 2010-04-22                           | 2013-04-02                       |
| DIAGEO PLC- SPONSORED ADR                                                                                                         | P                                            | 2008-10-06                           | 2013-04-02                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| DIAGEO PLC- SPONSORED ADR                                                                                                         | P                                            | 2008-10-08                           | 2013-04-02                       |
| BAXTER INTL INC                                                                                                                   | P                                            | 2010-04-22                           | 2013-04-01                       |
| DIAGEO PLC- SPONSORED ADR                                                                                                         | P                                            | 2008-10-08                           | 2013-04-01                       |
| DIAGEO PLC- SPONSORED ADR                                                                                                         | P                                            | 2008-10-06                           | 2013-05-28                       |
| DIAGEO PLC- SPONSORED ADR                                                                                                         | P                                            | 2008-10-06                           | 2013-05-24                       |
| BERKSHIRE HATHAWAY INC-CL B                                                                                                       | P                                            | 2006-03-08                           | 2013-05-22                       |
| NESTLE S A SPONS ADR                                                                                                              | P                                            | 2006-03-28                           | 2013-05-22                       |
| NESTLE S A SPONS ADR                                                                                                              | P                                            | 2011-09-06                           | 2013-05-22                       |
| NOVARTIS AG - ADR                                                                                                                 | P                                            | 2011-09-06                           | 2013-05-22                       |
| CHUBB CORP                                                                                                                        | P                                            | 2007-07-19                           | 2013-05-22                       |
| CHUBB CORP                                                                                                                        | P                                            | 2007-05-29                           | 2013-05-22                       |
| JOHNSON & JOHNSON                                                                                                                 | P                                            | 2011-09-06                           | 2013-05-20                       |
| JOHNSON & JOHNSON                                                                                                                 | P                                            | 2009-11-18                           | 2013-05-20                       |
| BECTON DICKINSON & CO                                                                                                             | P                                            | 2011-09-06                           | 2013-05-13                       |
| BECTON DICKINSON & CO                                                                                                             | P                                            | 2011-12-30                           | 2013-05-13                       |
| PEPSICO INC                                                                                                                       | P                                            | 2011-09-06                           | 2013-05-03                       |
| PEPSICO INC                                                                                                                       | P                                            | 2012-03-05                           | 2013-05-03                       |
| AUTOMATIC DATA PROCESSING INC                                                                                                     | P                                            | 2008-02-29                           | 2013-07-31                       |
| HENRY SCHEIN INC COM STK                                                                                                          | P                                            | 2011-10-14                           | 2013-07-25                       |
| BERKSHIRE HATHAWAY INC-CL B                                                                                                       | P                                            | 2006-03-08                           | 2013-07-23                       |
| HENRY SCHEIN INC COM STK                                                                                                          | P                                            | 2011-10-14                           | 2013-07-23                       |
| AUTOMATIC DATA PROCESSING INC                                                                                                     | P                                            | 2008-02-29                           | 2013-07-23                       |
| PEPSICO INC                                                                                                                       | P                                            | 2008-10-28                           | 2013-07-19                       |
| PEPSICO INC                                                                                                                       | P                                            | 2006-04-07                           | 2013-07-18                       |
| PEPSICO INC                                                                                                                       | P                                            | 2008-10-28                           | 2013-07-18                       |
| AUTOMATIC DATA PROCESSING INC                                                                                                     | P                                            | 2008-02-29                           | 2013-07-17                       |
| LIBERTY INTERACTIVE A                                                                                                             | P                                            | 2007-12-12                           | 2013-07-17                       |
| HENRY SCHEIN INC COM STK                                                                                                          | P                                            | 2011-11-01                           | 2013-07-17                       |
| LIBERTY INTERACTIVE A                                                                                                             | P                                            | 2007-12-11                           | 2013-07-17                       |
| HENRY SCHEIN INC COM STK                                                                                                          | P                                            | 2011-11-09                           | 2013-07-16                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| HENRY SCHEIN INC COM STK                                                                                                          | P                                            | 2011-11-01                           | 2013-07-16                       |
| AUTOMATIC DATA PROCESSING INC                                                                                                     | P                                            | 2008-02-29                           | 2013-07-15                       |
| LIBERTY INTERACTIVE A                                                                                                             | P                                            | 2007-12-12                           | 2013-07-15                       |
| HENRY SCHEIN INC COM STK                                                                                                          | P                                            | 2011-11-09                           | 2013-07-15                       |
| PEPSICO INC                                                                                                                       | P                                            | 2006-04-07                           | 2013-07-12                       |
| LIBERTY INTERACTIVE A                                                                                                             | P                                            | 2007-12-12                           | 2013-07-12                       |
| AUTOMATIC DATA PROCESSING INC                                                                                                     | P                                            | 2008-02-29                           | 2013-07-11                       |
| AUTOMATIC DATA PROCESSING INC                                                                                                     | P                                            | 2008-02-29                           | 2013-08-13                       |
| HENRY SCHEIN INC COM STK                                                                                                          | P                                            | 2011-10-12                           | 2013-08-08                       |
| HENRY SCHEIN INC COM STK                                                                                                          | P                                            | 2011-10-14                           | 2013-08-06                       |
| HENRY SCHEIN INC COM STK                                                                                                          | P                                            | 2011-10-12                           | 2013-08-06                       |
| BERKSHIRE HATHAWAY INC-CL B                                                                                                       | P                                            | 2006-03-08                           | 2013-08-05                       |
| JOHNSON & JOHNSON                                                                                                                 | P                                            | 2009-11-18                           | 2013-08-05                       |
| HENRY SCHEIN INC COM STK                                                                                                          | P                                            | 2011-10-14                           | 2013-08-05                       |
| BBH LIMITED DURATION FUND CL I                                                                                                    | P                                            | 2007-06-15                           | 2013-09-23                       |
| BBH LIMITED DURATION FUND CL I                                                                                                    | P                                            | 2011-12-12                           | 2013-09-23                       |
| AUTOMATIC DATA PROCESSING INC                                                                                                     | P                                            | 2008-02-20                           | 2013-09-17                       |
| AUTOMATIC DATA PROCESSING INC                                                                                                     | P                                            | 2008-02-20                           | 2013-09-16                       |
| AUTOMATIC DATA PROCESSING INC                                                                                                     | P                                            | 2008-02-20                           | 2013-09-11                       |
| AUTOMATIC DATA PROCESSING INC                                                                                                     | P                                            | 2008-02-29                           | 2013-09-10                       |
| AUTOMATIC DATA PROCESSING INC                                                                                                     | P                                            | 2008-02-20                           | 2013-09-10                       |
| DENTSPLY INTL INC                                                                                                                 | P                                            | 2008-11-21                           | 2013-10-29                       |
| DENTSPLY INTL INC                                                                                                                 | P                                            | 2008-11-21                           | 2013-10-28                       |
| HENRY SCHEIN INC COM STK                                                                                                          | P                                            | 2011-10-11                           | 2013-10-28                       |
| HENRY SCHEIN INC COM STK                                                                                                          | P                                            | 2011-10-12                           | 2013-10-25                       |
| HENRY SCHEIN INC COM STK                                                                                                          | P                                            | 2011-10-11                           | 2013-10-25                       |
| DENTSPLY INTL INC                                                                                                                 | P                                            | 2008-10-30                           | 2013-10-24                       |
| HENRY SCHEIN INC COM STK                                                                                                          | P                                            | 2011-10-12                           | 2013-10-24                       |
| DENTSPLY INTL INC                                                                                                                 | P                                            | 2008-11-21                           | 2013-10-24                       |
| GOOGLE INC CL A                                                                                                                   | P                                            | 2012-05-02                           | 2013-10-21                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| GOOGLE INC CL A                                                                                                                   | P                                            | 2012-02-17                           | 2013-10-21                       |
| DENTSPLY INTL INC                                                                                                                 | P                                            | 2008-10-30                           | 2013-10-21                       |
| EOG RESOURCES INC                                                                                                                 | P                                            | 2009-10-20                           | 2013-10-18                       |
| DENTSPLY INTL INC                                                                                                                 | P                                            | 2008-10-30                           | 2013-10-17                       |
| DENTSPLY INTL INC                                                                                                                 | P                                            | 2008-10-30                           | 2013-10-16                       |
| DENTSPLY INTL INC                                                                                                                 | P                                            | 2008-10-29                           | 2013-10-16                       |
| WASTE MANAGEMENT INC                                                                                                              | P                                            | 2006-03-08                           | 2013-11-27                       |
| WASTE MANAGEMENT INC                                                                                                              | P                                            | 2006-03-08                           | 2013-11-26                       |
| LIBERTY INTERACTIVE A                                                                                                             | P                                            | 2007-12-10                           | 2013-11-26                       |
| LIBERTY INTERACTIVE A                                                                                                             | P                                            | 2008-01-08                           | 2013-11-26                       |
| LIBERTY INTERACTIVE A                                                                                                             | P                                            | 2007-12-10                           | 2013-11-25                       |
| LIBERTY INTERACTIVE A                                                                                                             | P                                            | 2007-12-11                           | 2013-11-21                       |
| LIBERTY INTERACTIVE A                                                                                                             | P                                            | 2007-12-10                           | 2013-11-21                       |
| LIBERTY INTERACTIVE A                                                                                                             | P                                            | 2007-12-11                           | 2013-11-20                       |
| NOVARTIS AG - ADR                                                                                                                 | P                                            | 2007-10-02                           | 2013-11-19                       |
| NOVARTIS AG - ADR                                                                                                                 | P                                            | 2011-09-06                           | 2013-11-19                       |
| WASTE MANAGEMENT INC                                                                                                              | P                                            | 2006-03-08                           | 2013-11-19                       |
| NOVARTIS AG - ADR                                                                                                                 | P                                            | 2006-03-08                           | 2013-11-19                       |
| NOVARTIS AG - ADR                                                                                                                 | P                                            | 2011-09-06                           | 2013-11-18                       |
| WASTE MANAGEMENT INC                                                                                                              | P                                            | 2006-03-08                           | 2013-11-05                       |
| DENTSPLY INTL INC                                                                                                                 | P                                            | 2008-11-21                           | 2013-12-24                       |
| MICROSOFT CORP COM                                                                                                                | P                                            | 2012-05-04                           | 2013-01-15                       |
| CHARTER COMMUNICATIONS INC DEL CL A                                                                                               | P                                            | 2012-07-17                           | 2013-01-22                       |
| DOUBLELINE TOTAL RETURN BOND FUND                                                                                                 | P                                            | 2011-05-17                           | 2013-01-23                       |
| PIMCO INCOME FUND                                                                                                                 | P                                            | 2012-06-28                           | 2013-01-23                       |
| CENTURYLINK                                                                                                                       | P                                            | 2012-05-04                           | 2013-02-14                       |
| DIRECTV                                                                                                                           | P                                            | 2012-07-17                           | 2013-02-20                       |
| SPDR GOLD TRUST                                                                                                                   | P                                            | 2012-09-18                           | 2013-03-01                       |
| JP MORGAN TR II HIGH YLD FD SELC                                                                                                  | P                                            | 2012-08-29                           | 2013-03-06                       |
| GOLAR LNG LTD                                                                                                                     | P                                            | 2013-01-23                           | 2013-03-08                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| VIRNETX HOLDING CORP COM                                                                                                          | P                                            | 2012-07-02                           | 2013-03-15                       |
| VIRNETX HOLDING CORP COM                                                                                                          | P                                            | 2012-07-02                           | 2013-03-18                       |
| PHILLIPS 66 COM                                                                                                                   | P                                            | 2012-07-17                           | 2013-04-10                       |
| PHILLIPS 66 COM                                                                                                                   | P                                            | 2012-02-23                           | 2013-04-10                       |
| PHILLIPS 66 COM                                                                                                                   | P                                            | 2012-06-08                           | 2013-04-10                       |
| CHICAGO BRIDGE AND IRON CO NV NY                                                                                                  | P                                            | 2013-03-01                           | 2013-04-11                       |
| NEW YORK NY CITY HSG DEV CORP REV BDS                                                                                             | P                                            | 2010-07-15                           | 2013-05-01                       |
| WISDOMTREE EMERGING MARKETS LOCAL                                                                                                 | P                                            | 2011-04-19                           | 2013-05-03                       |
| WISDOMTREE EMERGING MARKETS LOCAL                                                                                                 | P                                            | 2010-08-24                           | 2013-05-03                       |
| DOUBLELINE TOTAL RETURN BOND FUND                                                                                                 | P                                            | 2011-05-17                           | 2013-05-03                       |
| DOUBLELINE TOTAL RETURN BOND FUND                                                                                                 | P                                            | 2010-04-20                           | 2013-05-03                       |
| LOOMIS SAYLES BOND FUND                                                                                                           | P                                            | 2012-05-14                           | 2013-05-14                       |
| WILLIAMS COS INC DEL COM                                                                                                          | P                                            | 2012-04-24                           | 2013-06-03                       |
| CANADIAN PAC RY LTD COM                                                                                                           | P                                            | 2013-04-11                           | 2013-06-03                       |
| LYONDELL BASELL INDUSTRIES N V SHS A                                                                                              | P                                            | 2011-05-02                           | 2013-06-03                       |
| BRISTOL MYERS SQUIBB CO COM                                                                                                       | P                                            | 2011-07-06                           | 2013-06-03                       |
| INTUIT COM                                                                                                                        | P                                            | 2013-04-11                           | 2013-06-03                       |
| BRISTOL MYERS SQUIBB CO COM                                                                                                       | P                                            | 2011-02-03                           | 2013-06-05                       |
| LYONDELLBASELL INDUSTRIES N V SHS A                                                                                               | P                                            | 2011-05-02                           | 2013-06-05                       |
| LYONDELLBASELL INDUSTRIES N V SHS A                                                                                               | P                                            | 2011-05-13                           | 2013-06-05                       |
| LYONDELLBASELL INDUSTRIES N V SHS A                                                                                               | P                                            | 2011-09-06                           | 2013-06-05                       |
| COMCAST CORP NEW CL A                                                                                                             | P                                            | 2013-04-11                           | 2013-06-05                       |
| COMCAST CORP NEW CL A                                                                                                             | P                                            | 2011-07-01                           | 2013-06-05                       |
| COMCAST CORP NEW CL A                                                                                                             | P                                            | 2011-06-24                           | 2013-06-05                       |
| US BANCORP DEL COM                                                                                                                | P                                            | 2012-01-17                           | 2013-06-05                       |
| QUALCOMM INC COM                                                                                                                  | P                                            | 2012-04-05                           | 2013-06-28                       |
| VIRNETX HOLDING CORP COM                                                                                                          | P                                            | 2013-07-02                           | 2013-07-15                       |
| VIRNETX HOLDING CORP COM                                                                                                          | P                                            | 2013-07-02                           | 2013-07-17                       |
| VIRNETX HOLDING CORP COM                                                                                                          | P                                            | 2013-07-02                           | 2013-07-18                       |
| VIRNETX HOLDING CORP COM                                                                                                          | P                                            | 2013-07-02                           | 2013-07-22                       |

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|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| VIRNETX HOLDING CORP COM                                                                                                          | P                                            | 2013-07-02                           | 2013-07-23                       |
| HECKMAN CORP                                                                                                                      | P                                            | 2012-11-27                           | 2013-09-03                       |
| PIMCO MORTGAGE OPPORUNITIES FUND                                                                                                  | P                                            | 2012-12-14                           | 2013-09-10                       |
| JPMORGAN CHASE & CO COM                                                                                                           | P                                            | 2012-04-24                           | 2013-09-24                       |
| US BANCORP DEL COM NEW                                                                                                            | P                                            | 2013-07-09                           | 2013-10-08                       |
| ANADARKO PETE CORP                                                                                                                | P                                            | 2013-06-18                           | 2013-10-08                       |
| BED BATH AND BEYOND INC                                                                                                           | P                                            | 2013-04-11                           | 2013-10-08                       |
| CHICAGO BRIDGE AND IRON CO NY                                                                                                     | P                                            | 2013-09-10                           | 2013-10-08                       |
| HARLEY DAVIDSON INC COM                                                                                                           | P                                            | 2013-05-03                           | 2013-10-08                       |
| LYONDELLBASELL INDUSTRIES N V SHS A                                                                                               | P                                            | 2013-09-10                           | 2013-10-08                       |
| AMERICAN INTL GROUP INC COM NEW                                                                                                   | P                                            | 2013-05-14                           | 2013-10-08                       |
| GOLDMAN SACHS GROUP INC                                                                                                           | P                                            | 2013-01-23                           | 2013-10-08                       |
| DOVER CORP                                                                                                                        | P                                            | 2013-05-14                           | 2013-10-08                       |
| DOVER CORP                                                                                                                        | P                                            | 2013-05-03                           | 2013-10-08                       |
| KANSAS CITY SOUTHERN COM NEW                                                                                                      | P                                            | 2013-07-01                           | 2013-10-08                       |
| CISCO SYS INC COM                                                                                                                 | P                                            | 2013-06-03                           | 2013-10-17                       |
| INTEL CORP COM                                                                                                                    | P                                            | 2013-06-03                           | 2013-10-17                       |
| DOUBLELINE TOTAL RETURN BOND FUND                                                                                                 | P                                            | 2010-04-20                           | 2013-10-24                       |
| PIMCO INCOME FUND - INSTL                                                                                                         | P                                            | 2012-06-28                           | 2013-10-24                       |
| NEWYORK NY CITY HSG DEV CORP REV                                                                                                  | P                                            | 2010-07-15                           | 2013-11-01                       |
| KINDER MORGAN INC KANS                                                                                                            | P                                            | 2012-05-24                           | 2013-11-05                       |
| KINDER MORGAN INC KANS                                                                                                            | P                                            | 2012-02-06                           | 2013-11-05                       |
| KINDER MORGAN INC KANS                                                                                                            | P                                            | 2012-02-06                           | 2013-11-06                       |
| KINDER MORGAN INC KANS                                                                                                            | P                                            | 2012-06-08                           | 2013-11-06                       |
| PIMPCO INCOME FUND - INSTL                                                                                                        | P                                            | 2012-06-28                           | 2013-11-06                       |
| INTEL CORP COM                                                                                                                    | P                                            | 2013-06-03                           | 2013-11-11                       |
| INTERNATIONAL PAPER CO                                                                                                            | P                                            | 2013-05-14                           | 2013-12-05                       |
| INTERNATIONAL PAPER CO                                                                                                            | P                                            | 2013-05-03                           | 2013-12-05                       |
| WILLIAMS COS INC DEL COM                                                                                                          | P                                            | 2012-04-24                           | 2013-12-05                       |
| WILLIAMS COS INC DEL COM                                                                                                          | P                                            | 2012-05-24                           | 2013-12-05                       |

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| (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co ) | (b) How acquired<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| PIMCO MORTGAGE OPPORTUNITIES FUND                                                                                                 | P                                            | 2012-12-14                           | 2013-12-06                       |
| ANADARKO PETE CORP                                                                                                                | P                                            | 2013-06-18                           | 2013-12-13                       |
| CAPITAL GAINS DIVIDENDS                                                                                                           | P                                            |                                      |                                  |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 6,337                 |                                            | 3,425                                           | 2,912                                        |
| 7,419                 |                                            | 4,020                                           | 3,399                                        |
| 20,257                |                                            | 15,077                                          | 5,180                                        |
| 22,553                |                                            | 18,004                                          | 4,549                                        |
| 33,754                |                                            | 23,146                                          | 10,608                                       |
| 1,986                 |                                            | 1,358                                           | 628                                          |
| 10,317                |                                            | 5,817                                           | 4,500                                        |
| 17,788                |                                            | 9,927                                           | 7,861                                        |
| 8,916                 |                                            | 5,015                                           | 3,901                                        |
| 3,031                 |                                            | 1,782                                           | 1,249                                        |
| 11,196                |                                            | 8,948                                           | 2,248                                        |
| 6,291                 |                                            | 3,326                                           | 2,965                                        |
| 4,983                 |                                            | 2,631                                           | 2,352                                        |
| 7,517                 |                                            | 3,971                                           | 3,546                                        |
| 7,422                 |                                            | 13,476                                          | -6,054                                       |
| 27,591                |                                            | 58,280                                          | -30,689                                      |
| 2,221                 |                                            | 4,025                                           | -1,804                                       |
| 24,316                |                                            | 5,091                                           | 19,225                                       |
| 7,008                 |                                            | 1,466                                           | 5,542                                        |
| 12,146                |                                            | 8,552                                           | 3,594                                        |
| 8,494                 |                                            | 6,642                                           | 1,852                                        |
| 22,338                |                                            | 34,455                                          | -12,117                                      |
| 7,679                 |                                            | 13,751                                          | -6,072                                       |
| 4,188                 |                                            | 5,897                                           | -1,709                                       |
| 5,140                 |                                            | 4,018                                           | 1,122                                        |
| 4,239                 |                                            | 3,327                                           | 912                                          |
| 6,638                 |                                            | 5,211                                           | 1,427                                        |
| 3,999                 |                                            | 3,139                                           | 860                                          |
| 4,919                 |                                            | 3,417                                           | 1,502                                        |
| 6,281                 |                                            | 2,985                                           | 3,296                                        |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 16,205                |                                            | 7,713                                           | 8,492                                        |
| 4,555                 |                                            | 3,166                                           | 1,389                                        |
| 8,914                 |                                            | 4,245                                           | 4,669                                        |
| 8,412                 |                                            | 4,060                                           | 4,352                                        |
| 10,043                |                                            | 4,896                                           | 5,147                                        |
| 78,468                |                                            | 41,217                                          | 37,251                                       |
| 10,272                |                                            | 4,392                                           | 5,880                                        |
| 44,510                |                                            | 38,032                                          | 6,478                                        |
| 33,594                |                                            | 25,107                                          | 8,487                                        |
| 4,404                 |                                            | 2,615                                           | 1,789                                        |
| 26,425                |                                            | 16,318                                          | 10,107                                       |
| 4,399                 |                                            | 3,222                                           | 1,177                                        |
| 35,190                |                                            | 24,959                                          | 10,231                                       |
| 25,027                |                                            | 19,537                                          | 5,490                                        |
| 50,054                |                                            | 37,429                                          | 12,625                                       |
| 8,282                 |                                            | 6,223                                           | 2,059                                        |
| 8,282                 |                                            | 6,278                                           | 2,004                                        |
| 3,119                 |                                            | 1,722                                           | 1,397                                        |
| 2,784                 |                                            | 1,733                                           | 1,051                                        |
| 26,656                |                                            | 13,248                                          | 13,408                                       |
| 7,559                 |                                            | 4,685                                           | 2,874                                        |
| 7,776                 |                                            | 4,285                                           | 3,491                                        |
| 3,805                 |                                            | 2,341                                           | 1,464                                        |
| 6,512                 |                                            | 4,346                                           | 2,166                                        |
| 7,033                 |                                            | 4,310                                           | 2,723                                        |
| 5,794                 |                                            | 3,204                                           | 2,590                                        |
| 2,913                 |                                            | 2,181                                           | 732                                          |
| 8,076                 |                                            | 5,071                                           | 3,005                                        |
| 12,238                |                                            | 9,127                                           | 3,111                                        |
| 5,627                 |                                            | 3,538                                           | 2,089                                        |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 2,558                 |                                            | 1,605                                           | 953                                          |
| 1,451                 |                                            | 801                                             | 650                                          |
| 7,638                 |                                            | 5,719                                           | 1,919                                        |
| 9,304                 |                                            | 5,853                                           | 3,451                                        |
| 8,402                 |                                            | 5,794                                           | 2,608                                        |
| 13,932                |                                            | 10,431                                          | 3,501                                        |
| 43,153                |                                            | 24,029                                          | 19,124                                       |
| 7,280                 |                                            | 4,005                                           | 3,275                                        |
| 4,854                 |                                            | 2,950                                           | 1,904                                        |
| 1,995                 |                                            | 1,219                                           | 776                                          |
| 1,575                 |                                            | 962                                             | 613                                          |
| 2,962                 |                                            | 1,472                                           | 1,490                                        |
| 14,058                |                                            | 9,359                                           | 4,699                                        |
| 2,097                 |                                            | 1,283                                           | 814                                          |
| 209,515               |                                            | 201,013                                         | 8,502                                        |
| 25,485                |                                            | 25,386                                          | 99                                           |
| 11,099                |                                            | 5,965                                           | 5,134                                        |
| 7,427                 |                                            | 3,977                                           | 3,450                                        |
| 6,243                 |                                            | 3,380                                           | 2,863                                        |
| 7,392                 |                                            | 4,005                                           | 3,387                                        |
| 4,805                 |                                            | 2,585                                           | 2,220                                        |
| 3,787                 |                                            | 2,090                                           | 1,697                                        |
| 2,115                 |                                            | 1,169                                           | 946                                          |
| 4,333                 |                                            | 2,490                                           | 1,843                                        |
| 3,440                 |                                            | 1,988                                           | 1,452                                        |
| 111                   |                                            | 64                                              | 47                                           |
| 2,891                 |                                            | 1,902                                           | 989                                          |
| 3,222                 |                                            | 1,860                                           | 1,362                                        |
| 226                   |                                            | 124                                             | 102                                          |
| 27,082                |                                            | 16,313                                          | 10,769                                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 23,070                |                                            | 13,920                                          | 9,150                                        |
| 9,177                 |                                            | 5,942                                           | 3,235                                        |
| 45,889                |                                            | 23,495                                          | 22,394                                       |
| 19,567                |                                            | 13,073                                          | 6,494                                        |
| 10,943                |                                            | 7,309                                           | 3,634                                        |
| 623                   |                                            | 419                                             | 204                                          |
| 9,145                 |                                            | 6,754                                           | 2,391                                        |
| 2,286                 |                                            | 1,689                                           | 597                                          |
| 1,547                 |                                            | 1,013                                           | 534                                          |
| 6,905                 |                                            | 3,829                                           | 3,076                                        |
| 6,460                 |                                            | 4,231                                           | 2,229                                        |
| 553                   |                                            | 365                                             | 188                                          |
| 4,425                 |                                            | 2,893                                           | 1,532                                        |
| 5,003                 |                                            | 3,286                                           | 1,717                                        |
| 3,922                 |                                            | 2,745                                           | 1,177                                        |
| 3,608                 |                                            | 2,567                                           | 1,041                                        |
| 9,039                 |                                            | 6,754                                           | 2,285                                        |
| 7,843                 |                                            | 5,476                                           | 2,367                                        |
| 4,241                 |                                            | 3,013                                           | 1,228                                        |
| 26,235                |                                            | 20,262                                          | 5,973                                        |
| 9,734                 |                                            | 4,975                                           | 4,759                                        |
| 94,089                |                                            | 108,885                                         | -14,796                                      |
| 78,567                |                                            | 73,028                                          | 5,539                                        |
| 22,800                |                                            | 22,260                                          | 540                                          |
| 6,285                 |                                            | 5,700                                           | 585                                          |
| 76,085                |                                            | 86,797                                          | -10,712                                      |
| 72,815                |                                            | 72,907                                          | -92                                          |
| 114,253               |                                            | 128,593                                         | -14,340                                      |
| 82,198                |                                            | 80,500                                          | 1,698                                        |
| 70,393                |                                            | 78,802                                          | -8,409                                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 2,230                 |                                            | 3,662                                           | -1,432                                       |
| 31,864                |                                            | 51,270                                          | -19,406                                      |
| 15,837                |                                            | 9,052                                           | 6,785                                        |
| 47,510                |                                            | 26,854                                          | 20,656                                       |
| 47,510                |                                            | 24,106                                          | 23,404                                       |
| 84,814                |                                            | 81,021                                          | 3,793                                        |
| 10,000                |                                            | 10,000                                          | 0                                            |
| 107,491               |                                            | 106,180                                         | 1,311                                        |
| 107,491               |                                            | 100,963                                         | 6,528                                        |
| 64,203                |                                            | 62,738                                          | 1,465                                        |
| 15,737                |                                            | 14,162                                          | 1,575                                        |
| 196,187               |                                            | 183,125                                         | 13,062                                       |
| 17,477                |                                            | 16,246                                          | 1,231                                        |
| 33,079                |                                            | 31,055                                          | 2,024                                        |
| 49,320                |                                            | 34,473                                          | 14,847                                       |
| 24,195                |                                            | 14,595                                          | 9,600                                        |
| 101,457               |                                            | 113,671                                         | -12,214                                      |
| 115,825               |                                            | 64,164                                          | 51,661                                       |
| 33,196                |                                            | 22,982                                          | 10,214                                       |
| 66,392                |                                            | 41,206                                          | 25,186                                       |
| 33,196                |                                            | 15,838                                          | 17,358                                       |
| 40,343                |                                            | 41,929                                          | -1,586                                       |
| 20,171                |                                            | 12,756                                          | 7,415                                        |
| 60,514                |                                            | 35,624                                          | 24,890                                       |
| 104,884               |                                            | 87,358                                          | 17,526                                       |
| 107,298               |                                            | 117,860                                         | -10,562                                      |
| 4,601                 |                                            | 8,789                                           | -4,188                                       |
| 5,593                 |                                            | 10,986                                          | -5,393                                       |
| 4,168                 |                                            | 8,240                                           | -4,072                                       |
| 7,037                 |                                            | 14,649                                          | -7,612                                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 5,885                 |                                            | 12,268                                          | -6,383                                       |
| 99,000                |                                            | 102,500                                         | -3,500                                       |
| 269,750               |                                            | 273,757                                         | -4,007                                       |
| 152,528               |                                            | 129,538                                         | 22,990                                       |
| 71,964                |                                            | 74,714                                          | -2,750                                       |
| 23,217                |                                            | 21,902                                          | 1,315                                        |
| 57,099                |                                            | 49,666                                          | 7,433                                        |
| 24,056                |                                            | 21,934                                          | 2,122                                        |
| 31,585                |                                            | 27,407                                          | 4,178                                        |
| 18,344                |                                            | 17,771                                          | 573                                          |
| 48,253                |                                            | 45,901                                          | 2,352                                        |
| 38,374                |                                            | 36,321                                          | 2,053                                        |
| 21,979                |                                            | 18,768                                          | 3,211                                        |
| 21,979                |                                            | 17,886                                          | 4,093                                        |
| 27,865                |                                            | 27,096                                          | 769                                          |
| 95,124                |                                            | 102,449                                         | -7,325                                       |
| 23,693                |                                            | 25,285                                          | -1,592                                       |
| 27,621                |                                            | 25,668                                          | 1,953                                        |
| 31,000                |                                            | 28,548                                          | 2,452                                        |
| 10,000                |                                            | 10,000                                          | 0                                            |
| 17,543                |                                            | 16,253                                          | 1,290                                        |
| 35,086                |                                            | 32,185                                          | 2,901                                        |
| 35,033                |                                            | 32,185                                          | 2,848                                        |
| 17,517                |                                            | 15,698                                          | 1,819                                        |
| 15,400                |                                            | 14,251                                          | 1,149                                        |
| 96,379                |                                            | 101,138                                         | -4,759                                       |
| 23,015                |                                            | 23,995                                          | -980                                         |
| 115,074               |                                            | 114,461                                         | 613                                          |
| 90,588                |                                            | 81,229                                          | 9,359                                        |
| 18,118                |                                            | 15,467                                          | 2,651                                        |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| 55,000                |                                            | 54,600                                          | 400                                          |
| 96,377                |                                            | 109,508                                         | -13,131                                      |
| 12,171                |                                            |                                                 | 12,171                                       |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | 2,912                                                                                  |
|                                                                                             |                                   |                                            | 3,399                                                                                  |
|                                                                                             |                                   |                                            | 5,180                                                                                  |
|                                                                                             |                                   |                                            | 4,549                                                                                  |
|                                                                                             |                                   |                                            | 10,608                                                                                 |
|                                                                                             |                                   |                                            | 628                                                                                    |
|                                                                                             |                                   |                                            | 4,500                                                                                  |
|                                                                                             |                                   |                                            | 7,861                                                                                  |
|                                                                                             |                                   |                                            | 3,901                                                                                  |
|                                                                                             |                                   |                                            | 1,249                                                                                  |
|                                                                                             |                                   |                                            | 2,248                                                                                  |
|                                                                                             |                                   |                                            | 2,965                                                                                  |
|                                                                                             |                                   |                                            | 2,352                                                                                  |
|                                                                                             |                                   |                                            | 3,546                                                                                  |
|                                                                                             |                                   |                                            | -6,054                                                                                 |
|                                                                                             |                                   |                                            | -30,689                                                                                |
|                                                                                             |                                   |                                            | -1,804                                                                                 |
|                                                                                             |                                   |                                            | 19,225                                                                                 |
|                                                                                             |                                   |                                            | 5,542                                                                                  |
|                                                                                             |                                   |                                            | 3,594                                                                                  |
|                                                                                             |                                   |                                            | 1,852                                                                                  |
|                                                                                             |                                   |                                            | -12,117                                                                                |
|                                                                                             |                                   |                                            | -6,072                                                                                 |
|                                                                                             |                                   |                                            | -1,709                                                                                 |
|                                                                                             |                                   |                                            | 1,122                                                                                  |
|                                                                                             |                                   |                                            | 912                                                                                    |
|                                                                                             |                                   |                                            | 1,427                                                                                  |
|                                                                                             |                                   |                                            | 860                                                                                    |
|                                                                                             |                                   |                                            | 1,502                                                                                  |
|                                                                                             |                                   |                                            | 3,296                                                                                  |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | 8,492                                                                                  |
|                                                                                             |                                   |                                            | 1,389                                                                                  |
|                                                                                             |                                   |                                            | 4,669                                                                                  |
|                                                                                             |                                   |                                            | 4,352                                                                                  |
|                                                                                             |                                   |                                            | 5,147                                                                                  |
|                                                                                             |                                   |                                            | 37,251                                                                                 |
|                                                                                             |                                   |                                            | 5,880                                                                                  |
|                                                                                             |                                   |                                            | 6,478                                                                                  |
|                                                                                             |                                   |                                            | 8,487                                                                                  |
|                                                                                             |                                   |                                            | 1,789                                                                                  |
|                                                                                             |                                   |                                            | 10,107                                                                                 |
|                                                                                             |                                   |                                            | 1,177                                                                                  |
|                                                                                             |                                   |                                            | 10,231                                                                                 |
|                                                                                             |                                   |                                            | 5,490                                                                                  |
|                                                                                             |                                   |                                            | 12,625                                                                                 |
|                                                                                             |                                   |                                            | 2,059                                                                                  |
|                                                                                             |                                   |                                            | 2,004                                                                                  |
|                                                                                             |                                   |                                            | 1,397                                                                                  |
|                                                                                             |                                   |                                            | 1,051                                                                                  |
|                                                                                             |                                   |                                            | 13,408                                                                                 |
|                                                                                             |                                   |                                            | 2,874                                                                                  |
|                                                                                             |                                   |                                            | 3,491                                                                                  |
|                                                                                             |                                   |                                            | 1,464                                                                                  |
|                                                                                             |                                   |                                            | 2,166                                                                                  |
|                                                                                             |                                   |                                            | 2,723                                                                                  |
|                                                                                             |                                   |                                            | 2,590                                                                                  |
|                                                                                             |                                   |                                            | 732                                                                                    |
|                                                                                             |                                   |                                            | 3,005                                                                                  |
|                                                                                             |                                   |                                            | 3,111                                                                                  |
|                                                                                             |                                   |                                            | 2,089                                                                                  |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | 953                                                                                    |
|                                                                                             |                                   |                                            | 650                                                                                    |
|                                                                                             |                                   |                                            | 1,919                                                                                  |
|                                                                                             |                                   |                                            | 3,451                                                                                  |
|                                                                                             |                                   |                                            | 2,608                                                                                  |
|                                                                                             |                                   |                                            | 3,501                                                                                  |
|                                                                                             |                                   |                                            | 19,124                                                                                 |
|                                                                                             |                                   |                                            | 3,275                                                                                  |
|                                                                                             |                                   |                                            | 1,904                                                                                  |
|                                                                                             |                                   |                                            | 776                                                                                    |
|                                                                                             |                                   |                                            | 613                                                                                    |
|                                                                                             |                                   |                                            | 1,490                                                                                  |
|                                                                                             |                                   |                                            | 4,699                                                                                  |
|                                                                                             |                                   |                                            | 814                                                                                    |
|                                                                                             |                                   |                                            | 8,502                                                                                  |
|                                                                                             |                                   |                                            | 99                                                                                     |
|                                                                                             |                                   |                                            | 5,134                                                                                  |
|                                                                                             |                                   |                                            | 3,450                                                                                  |
|                                                                                             |                                   |                                            | 2,863                                                                                  |
|                                                                                             |                                   |                                            | 3,387                                                                                  |
|                                                                                             |                                   |                                            | 2,220                                                                                  |
|                                                                                             |                                   |                                            | 1,697                                                                                  |
|                                                                                             |                                   |                                            | 946                                                                                    |
|                                                                                             |                                   |                                            | 1,843                                                                                  |
|                                                                                             |                                   |                                            | 1,452                                                                                  |
|                                                                                             |                                   |                                            | 47                                                                                     |
|                                                                                             |                                   |                                            | 989                                                                                    |
|                                                                                             |                                   |                                            | 1,362                                                                                  |
|                                                                                             |                                   |                                            | 102                                                                                    |
|                                                                                             |                                   |                                            | 10,769                                                                                 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | 9,150                                                                                  |
|                                                                                             |                                   |                                            | 3,235                                                                                  |
|                                                                                             |                                   |                                            | 22,394                                                                                 |
|                                                                                             |                                   |                                            | 6,494                                                                                  |
|                                                                                             |                                   |                                            | 3,634                                                                                  |
|                                                                                             |                                   |                                            | 204                                                                                    |
|                                                                                             |                                   |                                            | 2,391                                                                                  |
|                                                                                             |                                   |                                            | 597                                                                                    |
|                                                                                             |                                   |                                            | 534                                                                                    |
|                                                                                             |                                   |                                            | 3,076                                                                                  |
|                                                                                             |                                   |                                            | 2,229                                                                                  |
|                                                                                             |                                   |                                            | 188                                                                                    |
|                                                                                             |                                   |                                            | 1,532                                                                                  |
|                                                                                             |                                   |                                            | 1,717                                                                                  |
|                                                                                             |                                   |                                            | 1,177                                                                                  |
|                                                                                             |                                   |                                            | 1,041                                                                                  |
|                                                                                             |                                   |                                            | 2,285                                                                                  |
|                                                                                             |                                   |                                            | 2,367                                                                                  |
|                                                                                             |                                   |                                            | 1,228                                                                                  |
|                                                                                             |                                   |                                            | 5,973                                                                                  |
|                                                                                             |                                   |                                            | 4,759                                                                                  |
|                                                                                             |                                   |                                            | -14,796                                                                                |
|                                                                                             |                                   |                                            | 5,539                                                                                  |
|                                                                                             |                                   |                                            | 540                                                                                    |
|                                                                                             |                                   |                                            | 585                                                                                    |
|                                                                                             |                                   |                                            | -10,712                                                                                |
|                                                                                             |                                   |                                            | -92                                                                                    |
|                                                                                             |                                   |                                            | -14,340                                                                                |
|                                                                                             |                                   |                                            | 1,698                                                                                  |
|                                                                                             |                                   |                                            | -8,409                                                                                 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | -1,432                                                                                 |
|                                                                                             |                                   |                                            | -19,406                                                                                |
|                                                                                             |                                   |                                            | 6,785                                                                                  |
|                                                                                             |                                   |                                            | 20,656                                                                                 |
|                                                                                             |                                   |                                            | 23,404                                                                                 |
|                                                                                             |                                   |                                            | 3,793                                                                                  |
|                                                                                             |                                   |                                            | 0                                                                                      |
|                                                                                             |                                   |                                            | 1,311                                                                                  |
|                                                                                             |                                   |                                            | 6,528                                                                                  |
|                                                                                             |                                   |                                            | 1,465                                                                                  |
|                                                                                             |                                   |                                            | 1,575                                                                                  |
|                                                                                             |                                   |                                            | 13,062                                                                                 |
|                                                                                             |                                   |                                            | 1,231                                                                                  |
|                                                                                             |                                   |                                            | 2,024                                                                                  |
|                                                                                             |                                   |                                            | 14,847                                                                                 |
|                                                                                             |                                   |                                            | 9,600                                                                                  |
|                                                                                             |                                   |                                            | -12,214                                                                                |
|                                                                                             |                                   |                                            | 51,661                                                                                 |
|                                                                                             |                                   |                                            | 10,214                                                                                 |
|                                                                                             |                                   |                                            | 25,186                                                                                 |
|                                                                                             |                                   |                                            | 17,358                                                                                 |
|                                                                                             |                                   |                                            | -1,586                                                                                 |
|                                                                                             |                                   |                                            | 7,415                                                                                  |
|                                                                                             |                                   |                                            | 24,890                                                                                 |
|                                                                                             |                                   |                                            | 17,526                                                                                 |
|                                                                                             |                                   |                                            | -10,562                                                                                |
|                                                                                             |                                   |                                            | -4,188                                                                                 |
|                                                                                             |                                   |                                            | -5,393                                                                                 |
|                                                                                             |                                   |                                            | -4,072                                                                                 |
|                                                                                             |                                   |                                            | -7,612                                                                                 |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | -6,383                                                                                 |
|                                                                                             |                                   |                                            | -3,500                                                                                 |
|                                                                                             |                                   |                                            | -4,007                                                                                 |
|                                                                                             |                                   |                                            | 22,990                                                                                 |
|                                                                                             |                                   |                                            | -2,750                                                                                 |
|                                                                                             |                                   |                                            | 1,315                                                                                  |
|                                                                                             |                                   |                                            | 7,433                                                                                  |
|                                                                                             |                                   |                                            | 2,122                                                                                  |
|                                                                                             |                                   |                                            | 4,178                                                                                  |
|                                                                                             |                                   |                                            | 573                                                                                    |
|                                                                                             |                                   |                                            | 2,352                                                                                  |
|                                                                                             |                                   |                                            | 2,053                                                                                  |
|                                                                                             |                                   |                                            | 3,211                                                                                  |
|                                                                                             |                                   |                                            | 4,093                                                                                  |
|                                                                                             |                                   |                                            | 769                                                                                    |
|                                                                                             |                                   |                                            | -7,325                                                                                 |
|                                                                                             |                                   |                                            | -1,592                                                                                 |
|                                                                                             |                                   |                                            | 1,953                                                                                  |
|                                                                                             |                                   |                                            | 2,452                                                                                  |
|                                                                                             |                                   |                                            | 0                                                                                      |
|                                                                                             |                                   |                                            | 1,290                                                                                  |
|                                                                                             |                                   |                                            | 2,901                                                                                  |
|                                                                                             |                                   |                                            | 2,848                                                                                  |
|                                                                                             |                                   |                                            | 1,819                                                                                  |
|                                                                                             |                                   |                                            | 1,149                                                                                  |
|                                                                                             |                                   |                                            | -4,759                                                                                 |
|                                                                                             |                                   |                                            | -980                                                                                   |
|                                                                                             |                                   |                                            | 613                                                                                    |
|                                                                                             |                                   |                                            | 9,359                                                                                  |
|                                                                                             |                                   |                                            | 2,651                                                                                  |

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                   |                                            | (l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) |
|---------------------------------------------------------------------------------------------|-----------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| (i) F M V as of 12/31/69                                                                    | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any |                                                                                        |
|                                                                                             |                                   |                                            | 400                                                                                    |
|                                                                                             |                                   |                                            | -13,131                                                                                |
|                                                                                             |                                   |                                            | 12,171                                                                                 |

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

| (a) Name and address                                      | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|-----------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| ROY B SIMPSON                                             | CHMN/PRESIDENT<br>10 00                                   | 0                                         | 0                                                                     | 0                                     |
| 50 VISTA DRIVE<br>GREENWICH,CT 06830                      |                                                           |                                           |                                                                       |                                       |
| EDITH J SIMPSON                                           | TREASURER<br>2 00                                         | 0                                         | 0                                                                     | 0                                     |
| 50 VISTA DRIVE<br>GREENWICH,CT 06830                      |                                                           |                                           |                                                                       |                                       |
| ALISON J ALLEN                                            | SECRETARY<br>40 00                                        | 82,500                                    | 23,345                                                                | 0                                     |
| 995 BUCKLEY HIGHWAY<br>UNION,CT 06076                     |                                                           |                                           |                                                                       |                                       |
| NANCY E BLAIR                                             | DIRECTOR<br>0 50                                          | 0                                         | 0                                                                     | 0                                     |
| FOUR STAMFORD PLAZA - 107 ELM STREET<br>STAMFORD,CT 06902 |                                                           |                                           |                                                                       |                                       |
| MARY-ELIZABETH JOY SIMPSON                                | DIRECTOR<br>0 50                                          | 0                                         | 0                                                                     | 0                                     |
| 88 FARMS ROAD<br>STAMFORD,CT 06903                        |                                                           |                                           |                                                                       |                                       |

**Form 990PF Part XV Line 1a - List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000).**

|                 |
|-----------------|
| ROY B SIMPSON   |
| EDITH J SIMPSON |
| ALISON J ALLEN  |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                                                   |                                                                                                           |                                |                                  |         |
| A S P C A 424 EAST 92ND STREET<br>NEW YORK, NY 10128                                                                   | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 10,000  |
| ADOPT-A-DOG 849 LAKE AVENUE<br>GREENWICH, CT 06831                                                                     | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 7,500   |
| AMERICARES 88 HAMILTON AVE<br>STAMFORD, CT 06902                                                                       | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 1,000   |
| AMOGERONE VOLUNTEER FIRE PO BOX 121<br>GREENWICH, CT 06836                                                             | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 1,000   |
| ANBRYCE FOUNDATION 1650 TYSONS BLVD STE 900<br>MCLEAN, VA 22102                                                        | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 1,000   |
| AT HOME IN GREENWICH 139 E PUTNAM AVENUE<br>GREENWICH, CT 06830                                                        | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 1,000   |
| BACKCOUNTRY JAZZ 15 E PUTNAM AVENUE<br>GREENWICH, CT 06830                                                             | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 500     |
| BETHEL GOSPEL TABERNACLE 11018 GUY R BREWER BLVD<br>JAMAICA, NY 11433                                                  | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 500     |
| BRADY CENTER 840 FIRST STREET NE SUITE 400<br>WASHINGTON, DC 20002                                                     | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 5,000   |
| BROOKLYN TECH ALUMNI FOUNDATION INC 29 FORT GREENE PLACE<br>BROOKLYN, NY 11217                                         | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 5,000   |
| CALL A RIDE OF GREENWICH INC 37 LAFAYETTE PL COLLYER CENTER<br>GREENWICH, CT 06830                                     | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 6,000   |
| CANTER NEW ENGLAND P O BOX 3 WESTBOROUGH, MA 01581                                                                     | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 5,000   |
| COMMON CAUSE EDUCATION FUND 1133 19TH STREET NW 9TH FLOOR<br>WASHINGTON, DC 20036                                      | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 2,000   |
| CONNECTICUT AGAINST GUN VIOLENCE CAGV PO BOX 523 SOUTHPORT, CT 06890                                                   | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 5,000   |
| CONNECTICUT FOOD BANK P O BOX 8686<br>NEW HAVEN, CT 06531                                                              | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 25,000  |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                  | 749,565 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                  |         |
| <b>a</b> Paid during the year                                                                                          |                                                                                                           |                                |                                  |         |
| CPB CONNECTICUT PUBLIC BROADCASTING 1049 ASYLUM AVE HARTFORD,CT 06105                                                  | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 2,000   |
| ENGLISH SPEAKING UNION 144 EAST 39H STREET NEWYORK,NY 10016                                                            | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 1,500   |
| ERIC CARLE MUSEUM OF PICTURE BOOK ART 125 WEST BAY ROAD AMHERST,MA 01002                                               | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 11,300  |
| FAMILY CENTERS INC 40 ARCH STREET GREENWICH,CT 06830                                                                   | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 10,000  |
| FAMILY REENTRY INC 9 MOTT AVENUE SUITE 104 NORWALK,CT 06850                                                            | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 10,000  |
| FIDELITY CHARITABLE 2900 THOMAS AVE SOUTH MINNEAPOLIS,MN 55416                                                         | N/A                                                                                                       | PUBLIC                         | BENEFIT THE CALIBER FOUNDATION   | 5,000   |
| FIRST CHURCH OF CHRIST SCIENTIST 11 PARK PLACE GREENWICH,CT 06830                                                      | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 35,000  |
| FRIENDS OF NATHANIEL WITHERELL 70 PARSONAGE ROAD GREENWICH,CT 06830                                                    | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 30,000  |
| FRIENDS OF THE FAMILY CENTRE INC PO BOX 1284 RIVERDALE BRONX,NY 10471                                                  | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 3,000   |
| GLOBAL WORKERS JUSTICE ALLIANCE 789 WASHINGTON AVENUE BROOKLYN,NY 11238                                                | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 2,500   |
| GREENWICH ADULT DAY CARE INC 125 RIVER ROAD EXTENSION COS COB,CT 06807                                                 | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 7,500   |
| GREENWICH COUNCIL - BOY SCOUTS OF AMERICA 63 MASON STREET GREENWICH,CT 06830                                           | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 2,000   |
| GREENWICH EMERGENCY MEDICAL SERVICES INC 1111 EAST PUTNAM AVENUE RIVERSIDE,CT 06878                                    | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 10,000  |
| GREENWICH GREEN & CLEAN 113 PEMBERWICK ROAD GREENWICH,CT 06831                                                         | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 1,000   |
| GREENWICH HISTORICAL SOCIETY 39 STRICKLAND ROAD COS COB,CT 06807                                                       | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 10,000  |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                  | 749,565 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                  |         |
| <b>a</b> Paid during the year                                                                                          |                                                                                                           |                                |                                  |         |
| GREENWICH HOSPITAL 5 PERRYRIDGE ROAD GREENWICH,CT 06830                                                                | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 2,000   |
| GREENWICH LAND TRUST INC 132 EAST PUTNAM AVE 2 EAST STE D COS COB,CT 06807                                             | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 100,000 |
| GREENWICH ROUNDTABLE PO BOX 4019 GREENWICH,CT 06831                                                                    | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 1,000   |
| GREENWICH TREE CONSERVANCY PO BOX 4215 GREENWICH,CT 06831                                                              | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 3,000   |
| GREENWICH UNITED WAY ONE LAFAYETTE COURT BRONX,CT 06830                                                                | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 15,000  |
| GREENWICH YOUTH CONSERVATION PROJECT 101 FIELD POINT ROAD GREENWICH,CT 06830                                           | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 19,300  |
| GUIDING EYES 611 GRANITE SPRINGS RD YORKTOWN HEIGHTS,NY 10598                                                          | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 50,000  |
| HEALTHCARE CHAPLAINCY 513 EAST 62ND STREET 4TH FLOOR NEW YORK,NY 10065                                                 | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 5,000   |
| HEARING HEALTH FOUNDATION 363 SEVENTH AVENUE 10TH FLOOR NEW YORK,NY 10001                                              | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 5,000   |
| HIGH RIDGE HOUSE 5959 INDEPENDENCE AVE BRONX,NY 10471                                                                  | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 10,000  |
| JACOB BURNS FILM CENTER 405 MANVILLE ROAD PLEASANTVILLE,NY 10570                                                       | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 95      |
| KIDS IN CRISIS ONE SALEM STREET COS COB,CT 06807                                                                       | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 25,000  |
| LAUREL HOUSE 1616 WASHINGTON BLVD STAMFORD,CT 06902                                                                    | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 1,000   |
| MEALS-ON-WHEELS OF GREENWICH 89 MAPLE AVE GREENWICH,CT 06830                                                           | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 7,500   |
| MEDIA MATTERS FOR AMERICA 445 MASS AVENW SUITE 600 WASHINGTON,DC 20001                                                 | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 15,000  |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                  | 749,565 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                  |         |
| <b>a</b> Paid during the year                                                                                          |                                                                                                           |                                |                                  |         |
| METROPOLITAN MUSEUM OF ART<br>1000 FIFTH AVENUE<br>NEW YORK,NY 10028                                                   | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 2,700   |
| NEIGHBOR TO NEIGHBOR 248<br>EAST PUTNAM AVENUE<br>GREENWICH,CT 06830                                                   | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 3,000   |
| NEW LIFE OF NYC INC 87<br>COLUMBIA STREET SUITE 13G<br>NEW YORK,NY 10002                                               | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 1,950   |
| NEW YORK PHILHARMONIC 10<br>LINCOLN CENTER PLAZA<br>NEW YORK,NY 10023                                                  | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 1,000   |
| ONE FUND BOSTON PO BOX<br>990009<br>BOSTON,MA 02199                                                                    | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 5,000   |
| OPIN INC - OUTREACH TO PETS IN<br>NEED PO BOX 488<br>RIVERSIDE,CT 06878                                                | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 5,000   |
| OUR COMPANIONS - DOMESTIC<br>ANIMAL SANCTUARY P O BOX 673<br>BLOOMFIELD,CT 06002                                       | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 5,000   |
| PATHWAYS INC 175 MILBANK<br>ROAD<br>GREENWICH,CT 06830                                                                 | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 2,500   |
| PLANNED PARENTHOOD OF<br>SOUTHERN NEW ENGLAND 345<br>WHITNEY AVENUE<br>NEW HAVEN,CT 06511                              | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 15,000  |
| PUPPIES BEHIND BARS 10 EAST 40<br>STREET - 19TH FL<br>NEW YORK,NY 10016                                                | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 20,000  |
| ST BARNABAS EPISCOPAL CHURCH<br>954 LAKE AVENUE<br>GREENWICH,CT 06831                                                  | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 26,000  |
| ST BARTS MUSIC FESTIVAL 6847<br>JUNIATA PLACE<br>PITTSBURGH,PA 15208                                                   | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 7,500   |
| STARKEY HEARING FOUNDATION<br>6700 WASHINGTON AVENUE<br>SOUTH<br>EDEN PRAIRIE,MN 55344                                 | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 25,000  |
| STORM KING ART CENTER 1<br>MUSEUM ROAD<br>NEW WINDSOR,NY 12553                                                         | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 5,000   |
| STUDIO IN A SCHOOL<br>ASSOCIATION 410 WEST 59TH<br>STREET<br>NEW YORK,NY 10019                                         | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 25,000  |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                  | 749,565 |

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

| Recipient                                                                                                              | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount  |
|------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|---------|
| Name and address (home or business)                                                                                    |                                                                                                           |                                |                                  |         |
| <b>a</b> <i>Paid during the year</i>                                                                                   |                                                                                                           |                                |                                  |         |
| THE BRUCE MUSEUM ONE MUSEUM DRIVE GREENWICH,CT 06830                                                                   | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 11,000  |
| TRANSPORTATION ASSOCIATES OF GREENWICH 13 RIVERSIDE AVENUE RIVERSIDE,CT 06878                                          | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 5,000   |
| UNION VOLUNTEER FIRE COMPANY 1049 BUCKLEY HWY UNION,CT 06076                                                           | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 250     |
| UNIVERSITY OF THE ARTS 320 S BROAD STREET PHILADELPHIA,PA 19102                                                        | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 12,500  |
| VAUGHN COLLEGE OF AERONAUTICS AND TECHNOLOGY 86-01 23RD AVENUE FLUSHING,NY 11369                                       | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 53,458  |
| WISHES FOR HORSES 40 OAKHILL AVENUE NORWALK,CT 06854                                                                   | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 750     |
| WNETORG PATRON NETWORK 825 EITH AVENUE 14TH FLOOR NEWYORK,NY 10019                                                     | N/A                                                                                                       | PUBLIC                         | GENRAL PURPOSES                  | 15,000  |
| WNYC NEWYORK PUBLIC RADIO 160 VARICK STREET NEWYORK,NY 10013                                                           | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 21,762  |
| WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD STE 300 JACKSONVILLE,FL 32256                                                | N/A                                                                                                       | PUBLIC                         | GENERAL PURPOSES                 | 5,000   |
| <b>Total . . . . .</b>  <b>3a</b> |                                                                                                           |                                |                                  | 749,565 |

|                                                                                                                                   |                                                                                                                                                                                                                                                          |                                             |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|
| <div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> | <div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <a href="http://www.irs.gov/form990">www.irs.gov/form990</a>.</div> | <div>OMB No 1545-0047</div> <div>2013</div> |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|

|                                                                            |                                                                 |
|----------------------------------------------------------------------------|-----------------------------------------------------------------|
| <div>Name of the organization</div> <div>THE RESOURCE FOUNDATION INC</div> | <div>Employer identification number</div> <div>22-2870501</div> |
|----------------------------------------------------------------------------|-----------------------------------------------------------------|

Organization type (check one)

|                    |                                                                                                                                                                                                                                                                       |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Filers of:         | Section:                                                                                                                                                                                                                                                              |
| Form 990 or 990-EZ | <div><input type="checkbox"/> 501(c)( ) (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>         |
| Form 990-PF        | <div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div> |

Check if your organization is covered by the **General Rule** or a **Special Rule**.  
**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

| Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed |                                                                                   |                            |                                                       |                                             |                                             |
|-----------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------|-------------------------------------------------------|---------------------------------------------|---------------------------------------------|
| (a)<br>No.                                                                                          | (b)<br>Name, address, and ZIP + 4                                                 | (c)<br>Total contributions | (d)<br>Type of contribution                           |                                             |                                             |
| <div>1</div>                                                                                        | <div>ROY B SIMPSON</div> <div>50 VISTA DRIVE</div> <div>GREENWICH, CT 06830</div> | \$ <div>887,214</div>      | Person <div><input checked="" type="checkbox"/></div> | Payroll <div><input type="checkbox"/></div> | Noncash <div><input type="checkbox"/></div> |
| <div>(Complete Part II for noncash contributions )</div>                                            |                                                                                   |                            |                                                       |                                             |                                             |
| (a)<br>No.                                                                                          | (b)<br>Name, address, and ZIP + 4                                                 | (c)<br>Total contributions | (d)<br>Type of contribution                           |                                             |                                             |
| <div></div>                                                                                         | <div></div>                                                                       | \$ <div></div>             | Person <div><input type="checkbox"/></div>            | Payroll <div><input type="checkbox"/></div> | Noncash <div><input type="checkbox"/></div> |
| <div>(Complete Part II for noncash contributions )</div>                                            |                                                                                   |                            |                                                       |                                             |                                             |
| (a)<br>No.                                                                                          | (b)<br>Name, address, and ZIP + 4                                                 | (c)<br>Total contributions | (d)<br>Type of contribution                           |                                             |                                             |
| <div></div>                                                                                         | <div></div>                                                                       | \$ <div></div>             | Person <div><input type="checkbox"/></div>            | Payroll <div><input type="checkbox"/></div> | Noncash <div><input type="checkbox"/></div> |
| <div>(Complete Part II for noncash contributions )</div>                                            |                                                                                   |                            |                                                       |                                             |                                             |
| (a)<br>No.                                                                                          | (b)<br>Name, address, and ZIP + 4                                                 | (c)<br>Total contributions | (d)<br>Type of contribution                           |                                             |                                             |
| <div></div>                                                                                         | <div></div>                                                                       | \$ <div></div>             | Person <div><input type="checkbox"/></div>            | Payroll <div><input type="checkbox"/></div> | Noncash <div><input type="checkbox"/></div> |
| <div>(Complete Part II for noncash contributions )</div>                                            |                                                                                   |                            |                                                       |                                             |                                             |
| (a)<br>No.                                                                                          | (b)<br>Name, address, and ZIP + 4                                                 | (c)<br>Total contributions | (d)<br>Type of contribution                           |                                             |                                             |
| <div></div>                                                                                         | <div></div>                                                                       | \$ <div></div>             | Person <div><input type="checkbox"/></div>            | Payroll <div><input type="checkbox"/></div> | Noncash <div><input type="checkbox"/></div> |
| <div>(Complete Part II for noncash contributions )</div>                                            |                                                                                   |                            |                                                       |                                             |                                             |
| (a)<br>No.                                                                                          | (b)<br>Name, address, and ZIP + 4                                                 | (c)<br>Total contributions | (d)<br>Type of contribution                           |                                             |                                             |
| <div></div>                                                                                         | <div></div>                                                                       | \$ <div></div>             | Person <div><input type="checkbox"/></div>            | Payroll <div><input type="checkbox"/></div> | Noncash <div><input type="checkbox"/></div> |
| <div>(Complete Part II for noncash contributions )</div>                                            |                                                                                   |                            |                                                       |                                             |                                             |

|                                                            |                                                     |
|------------------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>THE RESOURCE FOUNDATION INC | <b>Employer identification number</b><br>22-2870501 |
|------------------------------------------------------------|-----------------------------------------------------|

| Part II                   | Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed |                                                |                      |
|---------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------|----------------------|
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |
| (a) No.<br>from<br>Part I | (b)<br>Description of noncash property given                                                      | (c)<br>FMV (or estimate)<br>(see instructions) | (d)<br>Date received |
| _____                     | _____<br>_____<br>_____<br>_____                                                                  | \$ _____                                       | _____                |

|                                                            |                                                     |
|------------------------------------------------------------|-----------------------------------------------------|
| <b>Name of organization</b><br>THE RESOURCE FOUNDATION INC | <b>Employer identification number</b><br>22-2870501 |
|------------------------------------------------------------|-----------------------------------------------------|

Part III

**Exclusively** religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions ) ▶ \$

Use duplicate copies of Part III if additional space is needed

| (a) No.<br>from<br>Part I | (b) Purpose of gift                                                                      | (c) Use of gift | (d) Description of how gift is held |
|---------------------------|------------------------------------------------------------------------------------------|-----------------|-------------------------------------|
| —                         | <div></div>                                                                              | <div></div>     | <div></div>                         |
|                           | <div>(e) Transfer of gift</div>                                                          |                 |                                     |
|                           | <div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div> |                 |                                     |
| —                         | <div></div>                                                                              | <div></div>     | <div></div>                         |
|                           | <div>(e) Transfer of gift</div>                                                          |                 |                                     |
|                           | <div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div> |                 |                                     |
| —                         | <div></div>                                                                              | <div></div>     | <div></div>                         |
|                           | <div>(e) Transfer of gift</div>                                                          |                 |                                     |
|                           | <div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div> |                 |                                     |
| —                         | <div></div>                                                                              | <div></div>     | <div></div>                         |
|                           | <div>(e) Transfer of gift</div>                                                          |                 |                                     |
|                           | <div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div> |                 |                                     |
| —                         | <div></div>                                                                              | <div></div>     | <div></div>                         |
|                           | <div>(e) Transfer of gift</div>                                                          |                 |                                     |
|                           | <div>Transferee's name, address, and ZIP 4Relationship of transferor to transferee</div> |                 |                                     |

## TY 2013 Accounting Fees Schedule

**Name:** THE RESOURCE FOUNDATION INC

**EIN:** 22-2870501

| Category                       | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|--------------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| ACCOUNTING AND TAX<br>SERVICES | 22,976 | 4,595                    |                        | 18,381                                      |

**TY 2013 Investments Corporate  
Bonds Schedule****Name:** THE RESOURCE FOUNDATION INC**EIN:** 22-2870501

| <b>Name of Bond</b>                       | <b>End of Year Book<br/>Value</b> | <b>End of Year Fair<br/>Market Value</b> |
|-------------------------------------------|-----------------------------------|------------------------------------------|
| \$100,000 HECKMAN CORP, 9.875%, 4/15/18   | 0                                 | 0                                        |
| \$50,000 CITIGROUP INC V/R 12/31/49       | 51,813                            | 46,268                                   |
| \$50,000 CROWN CASTLE INTL 7.125% 11/1/19 | 55,000                            | 53,875                                   |
| \$50,000 STAR GAS PTNRS 8.875%, 12/1/17   | 52,125                            | 52,500                                   |

TY 2013 Investments Corporate

Stock Schedule

Name:

THE RESOURCE FOUNDATION INC

EIN:

22-2870501

| Name of Stock                           | End of Year Book Value | End of Year Fair Market Value |
|-----------------------------------------|------------------------|-------------------------------|
| 1,000 SHS. CHARTER COMMUNICATIONS       | 0                      | 0                             |
| 1,200 SHS. CELANESE CORP. SER A         | 51,868                 | 66,372                        |
| 1,100 SHS. OCCIDENTAL PETROLEUM         | 51,628                 | 104,610                       |
| 1,250 SHS. GENERAL MILLS INC            | 48,377                 | 62,388                        |
| 750 SHS. JOHNSON & JOHNSON              | 46,772                 | 68,693                        |
| 1,450 SHS. AUTOMATIC DATA PROCESSING    | 0                      | 0                             |
| 1,500 SHS. ANHEUSER-BUSCH               | 0                      | 0                             |
| 1,500 SHS. DIRECTTV                     | 0                      | 0                             |
| 1,800 SHS. QUALCOMM INC                 | 107,701                | 133,650                       |
| 1,750 SHS. PHILLIPS 66 - W/I            | 0                      | 0                             |
| 1,750 SHS. QUALCOMM INC                 | 0                      | 0                             |
| 850 SHS. DIAGEO PLC - SPONS ADR         | 47,578                 | 112,557                       |
| 1,500 SHS. CHUBB CORP.                  | 72,629                 | 144,945                       |
| 14,886 SHS. T. ROWE PRICE NEW ASIA FUND | 250,000                | 238,330                       |
| 12,560 SHS. LOOMIS SAYLES BOND FD       | 0                      | 0                             |
| 13,799 SHS. PIMCO TOTAL RETURN FUND     | 150,000                | 147,516                       |
| 108,731 SHS. BBH LIMITED DURATION FD    | 1,076,152              | 1,124,282                     |
| 2,050 SHS. TARGET CORP                  | 101,168                | 129,704                       |
| 2,250 SHS. CENTURYLINK INC              | 0                      | 0                             |
| 3,550 SHS. MICROSOFT CORP               | 88,805                 | 132,806                       |
| 714 SHS. DENTSPLY INTL INC              | 17,762                 | 34,615                        |
| 2,500 SHS. SOUTHWESTERN ENERGY          | 91,508                 | 98,325                        |
| 1,850 SHS. NOVARTIS AG-ADR              | 99,799                 | 148,703                       |
| 1,750 SHS. BERKSHIRE HATHAWAY - CL B    | 103,042                | 207,480                       |
| 850 SHS. WAL-MART STORES                | 38,238                 | 66,887                        |
| 1,919 SHS. BAXTER INTL INC.             | 89,391                 | 133,466                       |
| 2,150 SHS. NESTLE SA SPONS ADR          | 60,634                 | 158,219                       |
| 158 SHS. GOOGLE, INC - CL A             | 92,677                 | 177,072                       |
| 25,727 SHS. PIMCO INCOME FD - INST      | 297,801                | 315,419                       |
| 28,953 SHS BBH INTL EQUITY FD CL N      | 355,498                | 441,238                       |

| Name of Stock                          | End of Year Book Value | End of Year Fair Market Value |
|----------------------------------------|------------------------|-------------------------------|
| 3,000 SHS. JP MORGAN CHASE & CO.       | 0                      | 0                             |
| 3,000 SHS. KINDER MORGAN INC           | 0                      | 0                             |
| 3,000 SHS. US BANCORP                  | 0                      | 0                             |
| 3,000 SHS. VIRNETX HOLDING CORP        | 0                      | 0                             |
| 877 SHS. EBAY INC                      | 10,456                 | 48,117                        |
| 3,500 SHS. BRISTOL MYERS SQUIBB        | 0                      | 0                             |
| 3,500 SHS. LYONDELL BASELL INDS-CL A   | 0                      | 0                             |
| 3,500 SHS. MICROSOFT CORP              | 0                      | 0                             |
| 3,500 SHS. WILLIAMS COS INC            | 0                      | 0                             |
| 3,950 SHS. WELLS FARGO & CO            | 116,589                | 179,330                       |
| 4,000 SHS. COMCAST CORP - A            | 0                      | 0                             |
| 4,000 SHS. WISDOM TREE EMRG MKTS LOCAL | 0                      | 0                             |
| 1,875 SHS. WASTE MANAGEMENT            | 57,733                 | 84,131                        |
| 700 SHS. PRAXAIR INC                   | 74,443                 | 91,021                        |
| 7,000 SHS. CORNING, INC                | 93,166                 | 124,740                       |
| 5,000 SHS. GENERAL ELECTRIC            | 97,524                 | 140,150                       |
| 5,150 SHS. DELL INC                    | 0                      | 0                             |
| 3,350 SHS. LIBERTY MEDIA INTERACTIVE A | 48,420                 | 98,323                        |
| 5,800 SHS. PROGRESSIVE CORP OHIO       | 102,828                | 158,166                       |
| 20,471 SHS. DOUBLELINE TOT RET BD FD   | 209,832                | 220,682                       |
| 6,300 SHS. US BANCORP                  | 141,588                | 254,520                       |
| 4,450 SHS. COMCAST CORP-CL A           | 105,843                | 231,244                       |
| 34,899 SHS. PIMCO MTGE OPPORTUNITIES   | 381,442                | 381,791                       |
| 750 SHS. BECTON DICKINSON CO.          | 0                      | 0                             |
| 1,000 SHS. CANADIAN PAC RY LTD         | 87,273                 | 151,320                       |
| 750 SHS. SPDR GOLD TRUST               | 0                      | 0                             |
| 1,424 SHS. BED BATH & BEYOND           | 81,292                 | 114,347                       |
| 600 SHS. EOG RESOURCES INC.            | 52,394                 | 100,704                       |
| 300 SHS. HENRY SCHEIN INC              | 18,885                 | 34,278                        |
| 9,987 SHS. JP MORGAN HIGH YLD BD FD    | 0                      | 0                             |

| Name of Stock                               | End of Year Book Value | End of Year Fair Market Value |
|---------------------------------------------|------------------------|-------------------------------|
| 525 SHS. PEPSICO INC.                       | 25,828                 | 43,544                        |
| 1,100 SHS. SCHLUMBERGER LTD                 | 82,125                 | 99,121                        |
| 35,000 SHS AIT GLOBAL EMERGING MARKETS FND  | 350,000                | 315,700                       |
| 10,000 SHS DOUBLELINE EMG MKTS INC-1        | 101,600                | 102,100                       |
| 1,500 SHS. HARLEY DAVIDSON INC              | 82,222                 | 103,860                       |
| 1,250 SHS. BED BATH & BEYOND INC            | 82,777                 | 100,375                       |
| 1,500 SHS COLGATE PALMOLIVE CO              | 87,240                 | 97,815                        |
| 1,800 SHS WILLIAMS SONOMA                   | 99,168                 | 104,904                       |
| 1,250 SHS ROCKWELL AUTOMATION INC           | 112,475                | 147,700                       |
| 2,075 SHS AUTOMATIC DATA PROCESSING         | 151,862                | 167,658                       |
| 150 SHS GOOGLE INC-A                        | 109,627                | 168,107                       |
| 1,250 SHS CROWN CASTLE INTERNATIONAL CORP   | 93,255                 | 91,788                        |
| 1,250 SHS DOVER CORP                        | 89,428                 | 120,675                       |
| 250 SHS APPLE INC                           | 142,242                | 140,255                       |
| 1,500 SHS OCCIDENTAL PETROLEUM CORP         | 143,621                | 142,650                       |
| 1,750 SHS PHILLIPS 66                       | 102,856                | 134,978                       |
| 2,000 SHS NUCOR CORP                        | 101,067                | 106,760                       |
| 1,000 SHS FEDEX CORP                        | 99,486                 | 143,770                       |
| 1,250 SHS KANSAS CITY SOUTHN INDS INC       | 137,641                | 154,788                       |
| 2,000 SHS AMERICAN INTL GROUP               | 77,539                 | 102,100                       |
| 500 SHS GOLDMAN SACHS GROUP INC             | 72,641                 | 88,630                        |
| 2,000 SHS AMERICAN TOWER CORP               | 156,616                | 159,640                       |
| 1,250 SHS MARKET VECTORS BIOTECH ETF        | 102,960                | 110,650                       |
| 3,500 SHS AMERICAN AIRLINES GROUP INC       | 91,383                 | 88,375                        |
| 1,750 SHS LIBERTY GLOBAL PLC-A              | 141,094                | 155,750                       |
| 2,500 SHS GOLAR LNG LTD BERMUDA             | 96,070                 | 90,725                        |
| 2,000 SHS LYONDELLBASELL INDUSTRIES NV-CL A | 146,736                | 160,560                       |
| 2,000 SHS CHICAGO BRIDGE & IRON CO NV       | 133,313                | 166,277                       |

# **TY 2013 Investments Government Obligations Schedule**

**Name:** THE RESOURCE FOUNDATION INC

**EIN:** 22-2870501

**US Government Securities - End of**

**Year Book Value:**

0

**US Government Securities - End of**

**Year Fair Market Value:**

0

**State & Local Government  
Securities - End of Year Book**

**Value:**

208,900

**State & Local Government  
Securities - End of Year Fair**

**Market Value:**

229,374

**TY 2013 Other Expenses Schedule****Name:** THE RESOURCE FOUNDATION INC**EIN:** 22-2870501

| Description     | Revenue and Expenses<br>per Books | Net Investment<br>Income | Adjusted Net Income | Disbursements for<br>Charitable Purposes |
|-----------------|-----------------------------------|--------------------------|---------------------|------------------------------------------|
| BANK CHARGES    | 98                                | 13                       |                     | 85                                       |
| OFFICE EXPENSES | 3,437                             | 447                      |                     | 2,990                                    |
| CELL PHONE      | 895                               | 116                      |                     | 779                                      |
| AUTO EXPENSES   | 7,762                             | 1,009                    |                     | 6,753                                    |
| POSTAGE         | 72                                | 9                        |                     | 63                                       |

**TY 2013 Other Professional Fees Schedule****Name:** THE RESOURCE FOUNDATION INC**EIN:** 22-2870501

| Category                 | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|--------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| INVESTMENT ADVISORY FEES | 57,153 | 57,153                   |                        | 0                                           |
| CUSTODY FEES             | 2,644  | 2,644                    |                        | 0                                           |

# TY 2013 Substantial Contributors Schedule

**Name:** THE RESOURCE FOUNDATION INC

**EIN:** 22-2870501

| Name          | Address                              |
|---------------|--------------------------------------|
| ROY B SIMPSON | 50 VISTA DRIVE<br>GREENWICH,NY 06830 |

**TY 2013 Taxes Schedule****Name:** THE RESOURCE FOUNDATION INC**EIN:** 22-2870501

| Category                     | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|------------------------------|--------|--------------------------|------------------------|---------------------------------------------|
| PAYROLL TAXES                | 6,311  | 1,578                    |                        | 4,733                                       |
| TAXES WITHHELD AT SOURCE     | 3,612  | 3,612                    |                        | 0                                           |
| US EXCISE TAX                | 7,088  | 0                        |                        | 0                                           |
| RETURN OF CERTAIN EXCISE TAX | 92     | 0                        |                        | 0                                           |